



Alpa Laboratories Ltd.

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

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CIN L85195MP1988PLC004446

8th May, 2018

Subject: Summary proceeding of Court Convened General Meeting of the Company held

The Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code:532878	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400051 Scrip Code:ALPA
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on Monday 7th May 2018.

Pursuant to the Order dated March 23, 2018 and February 2, 2018 passed by the Hon'ble National Company Tribunal, Ahmedabad the Meeting of the Equity Shareholders of the Company was held on May 7, 2018 at 11.00 a.m. at 33/2, Pigdamber, A.B. Road, Rau, Indore -453446 to approve the Scheme of Amalgamation between Norfolk Mercantile Private Limited with Alpa Laboratories Limited.

In compliance with the provisions of (i) Section 230(4) read with Rules thereunder and Sections 108 and 110 of the companies Act 2013, (ii) Rule 20 and Rule 22 of the Companies (Management and Administrations) Rules ,2014; and (iii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015("Listing Regulations"), the Company , in addition to e-voting at the Meeting had also provided the facility to the Equity Shareholders to cast their votes either by way of postal ballot or through remote e-voting facility arranged by Central Depository Services Limited ("CDSL") prior to the meeting.

In this regard , please find enclosed following disclosures:

The proposed resolution for approving the Scheme was passed with requisite majority by the Equity Shareholders of the Company.(Submitted by Archana Maheshwari and Co.)

The above is for the information of the investors and for your records.

Megha Desai



Alpa Laboratories Ltd.

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

Summary of proceedings of the NCLT Convened Meeting

National Company Law Tribunal (NCLT) Convened Meeting ('Meeting') of the members of Alpa Laboratories Limited ("Company") was held on Monday, May 07, 2018 at 11:00 a.m. at 11.00 a.m. at 33/2, Pigdamber, A.B. Road, Rau, Indore -453446.

In her opening remarks, the Chairman informed that the meeting is convened pursuant to the Order of the Hon'ble NCLT, Ahmedabad Bench passed on March 23, 2018 and February 2, 2018 in the matter of the Scheme of Amalgamation between Norfolk Mercantile Private Limited and Alpa Laboratories Limited.

The requisite quorum being present, the Chairman called meeting to order.

The Notice of the Meeting, the Explanatory Statement under Section 230(3) and 102 of the Companies Act, 2013 read with framed thereunder and the Scheme of Amalgamation between Norfolk Mercantile Private Limited and Alpa Laboratories Limited were dispatched to all the shareholders.

The Chairman informed the members that as required under the Companies Act, 2013 read with Companies (Compromise, Arrangements and Amalgamations), Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company had provided its shareholder the facility to cast their vote through Postal Ballot and remote e-voting system administered by the Central Securities Depository Limited ('CDSL'),

The Chairman then informed that M/S Archana Maheshwari & Co. Practising was appointed as scrutinizers to conduct the postal ballot process, remote e voting and electronic voting at the meeting in an independent and fair manner. The Procedure for evoting was explained at the meeting by company secretary.

The chairman than invited to the members to speak at the meeting on the resolution proposed at the meeting . The chairman resolved the queries which was raised at the meeting.

The chairman thanked to the members for attending and participating in the meeting

Yours Faithfully

For Alpa Laboratories Limited

Megha Neema

**Megha Neema
Company Secretary**

ALPA LABORATORIES LIMITED

Voting Results of the NCLT Court Convened Meeting

Date of NCLT Court Convened Meeting	May 7, 2018
Total Number of Shareholders as on Record date	12,873
Number of shareholders present in the meeting either in person or through proxy	
Promoters and Promoters Group	13
Public	24
Number of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoters Group	None
Public	None



ALPA LABORATORIES LIMITED

Voting Results of the NCLT Court Convened Meeting

To,

The Chairman appointed for the National Company Law Tribunal,
Ahmedabad Bench Convening Meeting of Equity Shareholders of
Alpa Laboratories Limited
33/2, Pigdamber, A.B. Road,
Rau, Indore-453446.(M.P)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/ postal ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendments Rules, 2015 and voting at the National Company Law Tribunal, Ahmedabad Bench ("NCLT") convened meeting of the equity shareholders of Alpa Laboratories Limited held on Monday, May 07, 2018 at 33/2, Pigdamber, A.B. Road, Rau, Indore-453446 at 11.00 a.m.

I, Archna Maheshwari, Practicing Company Secretary of Indore has been appointed as the Scrutinizer by the National Company Law Tribunal pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendments Rules, 2015, to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting of the Equity Shareholders held on May, 7, 2018.

The Notice of the meeting dated April 05, 2018 along with statement setting out material facts under section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting.

The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by Central Depository Services Limited.



The Company had provided voting through ballot paper to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot form.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of 30th March, 2018 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for postal ballot commenced from Saturday, April 07, 2018 at 9.00 a.m. and end on Sunday, May 06, 2018 at 5.00 p.m. and the period for remote e-voting commenced from Friday, May 04, 2018 at 9.00 a.m. and ends on Sunday, May 06, 2018 at 5.00 p.m. and the CDSL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Postal Ballot forms received up to Sunday, May 06, 2018 at 5.00 p.m. were also considered and scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CSDL e-voting system.

On May 7, 2018 at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting through Ballot Paper for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of CDSL.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots and remote e-voting and the voting conducted through ballot paper at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots and remote e-voting and the voting through ballot paper at the venue is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ Postal Ballot forms and the voting through ballot paper at the venue of the NCLT convened meeting in respect of the said Resolution.



“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 1956 as may be applicable and the National Company Law Tribunal Rules, 2016 and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to approval of the Hon’ble National Company Law Tribunal (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed Scheme of Amalgamation **NORFOLK MERCANTILE PRIVATE LIMITED** with **ALPA LABORATORIES LIMITED**, placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make such alterations, modifications or amendments to the Scheme as may be expedient or necessary for complying with the requirements or conditions imposed by the Hon’ble National Company Law Tribunal, Ahmedabad Bench and/ or by any other appropriate /concerned authorities;

RESOLVED FURTHER THAT Mr. Mahendra Singh Chawla, Whole Time Director and Ms. Megha Neema, Company Secretary of the transferee Company, be and are hereby authorized jointly or severally to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for the purpose of giving effect to this resolution and the Scheme.”



(i) Voted in favour of the resolution:

Numbers of Members voted	Number of Valid Votes cast by members	% of total number of valid votes cast
39	1,18,33,342	100%

(ii) Voted in against of the resolution:

Numbers of Members voted	Number of Valid Votes cast by members	% of total number of valid votes cast
12	9,74,431	100%

(iii) Invalid Votes:

Numbers of Members whose votes were declared invalid	Number of Invalid Votes cast by members
Nil	Nil

The Voting done through the medium of E Voting is verified by the data submitted by CDSL. The further verification on the name of person has not been made.

**For Archna Maheshwari & Co.,
Company Secretaries**

Archna Maheshwari



Archna Maheshwari, Proprietor

Scrutinizer

Practicing Company Secretary

C. P. No.: 12034; Membership No.: 9436

Date: 8th May, 2018

Place: Indore