

Annual Report 2017

BOARD OF DIRECTORS	Shri Dillip Kumar Das Shri Gopal Krishan Gupta Shri Deepak Kumar Das Shri Debasis Das Shri Sujita Patnaik Shri S. K. Nanda Shri Amalendu Mohanty Shri N. C. Pal Shri Sambit Mohanty Shri Niranjana Mohanty Shri B. N. R. Patnaik	Chairman & Managing Director Whole-time Director (Operations) Whole-time Director (Finance)&CFO Whole-time Director (Marketing) Non Executive Non Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director
COMMITTEES OF THE BOARD	Audit Committee Stakeholders Grievance and Relationship Committee Nomination and Remuneration Committee	
STATUTORY AUDITORS	M/s . A. K. Sabat & Co Chartered Accountants A/348, Sahid Nagar Bhubaneswar -751007	
INTERNAL AUDITORS :	<u>Bhubaneswar Unit</u> M/s. Goutam Lenka & Co. 101, Bijayaram Villa, Block A Ground Floor, 491, Nageswar Tangi Vivekanand Marg, Bhubaneswar-751002 <u>Vadodara Unit</u> M/s Vivek Sharma & Associates, Chartered Accountants, Zanda Bazar, Padra, Vadodara-391440	
SECRETARIAL AUDITOR :	M/s Saroj Ray & Associates Company Secretaries Plot No.N - 6/215,IRC Village, Bhubaneswar-751015.	
COST AUDITOR :	M/s S.S. Sonthalia & Co, Cost Accountant, Plot No:395/4688 & 172/4689 Padmavati Vihar, Sailashree Vihar , Bhubaneswar-7510021	
COMPANY SECRETARY	Ms. Krishna Panda	
BANKERS	a) State Bank of India, Commercial Branch, IDCOL House (Ground Floor), Unit –II, Ashok Nagar, Bhubaneswar -751001 b) Axis Bank Limited, Satyangar, Bhubaneswar.	
REGISTERED OFFICE	Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar –751010 Unit-II: Plot No.-2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar-751010. Unit-IV: Plot No.1046, 1047 & 1048, GIDC Estate, Waghodia, Vadodara, Gujrat-391760.	
REGISTRAR & SHARE TRANSFER AGENT	M/s MCS Share Transfer Agent Limited, 12/1/5,Manoharpukur Road, Kolkata-700026 Phone : 4072-4051 to 53, Fax: 4072-4054 e-mail:mcssta@rediffmail.com	
LISTING	BSE Limited	
ISIN	INE209C01015	
CIN	L31102OR1982PLC001151	



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35th Annual General Meeting

On Tuesday, The 12th day of September, 2017 At 12 Noon
At Hotel "The New Marrion", 6 , Janpath, Bhubaneswar - 751 001

NOTICE

NOTICE is hereby given to the Members of ALFA TRANSFORMERS LIMITED that the 35th Annual General Meeting of the Members of the Company will be held at The New Marriion, Bhubaneswar on Tuesday, The 12th day of September, 2017 at 12.00 Noon, to transact the following business.

ORDINARY BUSINESS :

- a) To receive and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
- b) To receive and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2017, the reports of the Auditors thereon.
2. To re-appoint a Director in place of Shri Debasis Das (DIN: 00402790), who retires by rotation and being eligible offers himself for re-appointment
3. To appoint Statutory Auditors of the company and to fix their remuneration & in that connection to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014(including any statutory modification (s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, M/S PAMS & Associates, Chartered Accountants, Bhubaneswar having Registration No. 321012E be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 35th Annual General Meeting till conclusion of the 36th Annual General Meeting of the company at a remuneration as may be decided by the Board of Directors in consultation with them."

SPECIAL BUSINESS:

4. To re-appoint Shri Dillip Kumar Das (DIN: 00402931), who attains 70 years on 26/01/2018 and upon attaining the age offers himself to be appointed as Chairman cum Managing Director of the company.
"RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the shareholders of the Company be and is hereby granted for continuation of holding of office of Executive Chairman cum Managing Director by Shri Dillip Kumar Das (DIN 00402790) who will attain the age of 70 (Seventy) years as on January 26, 2018 upto the expiry of his present term of office i.e 6th august 2018, on the existing terms and conditions as duly approved by the shareholders through an ordinary resolution passed at the Annual General Meeting held on August 13, 2015."
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
5. To appoint Shri Gopal Krishan Gupta (DIN: 06626534) as Whole time director of the company who will be liable to retire by rotation and to fix his remuneration.

RESOLVED THAT pursuant to Sections 196,197,203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, at the respective meetings, consent of the shareholders be and is hereby accorded for the appointment of Shri Gopal Krishan Gupta as Whole Time Director of the Company liable to

retire by rotation w.e.f 11th Nov 2016 for two years till 10th Nov 2018 , on remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof.

A) ANNUAL SALARY & PERQUISITES

(in Lakhs)

Name	Salary	Perquisites & Allowances
SRI GOPAL KRISHAN GUPTA, Director (Operation)	13.80	1.20

The perquisites and allowances, as aforesaid, shall include medical reimbursement and/or premium for medical insurance accommodation (furnished or otherwise) or house rent allowance in lieu thereof: house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution of 12% & 15% of salary respectively towards provident fund, superannuation or annuity fund, (to the extent these singly or together are not taxable under the Income Tax law,) gratuity payable and encashment of leave, as per the rules of the Company , shall not be included for the purpose of computation of the overall ceiling of remuneration.

B) COMMISSION/PERFORMANCE BONUS:

Performance Bonus/Commission @3% of Net Profit.

C) REIMBURSEMENT OF EXPENSES:

Expenses incurred for traveling, board and lodging during business trips, and provision of cars with Driver for use on the Company's business and telephone & mobile phone expenses at residence & office shall be reimbursed at actual and not considered as perquisites.

D) MINIMUM REMUNERATION

In the event of loss or inadequacy of profits in any financial year during the current tenure of service of the Whole Time Director, the payment of salary, commission & perquisites shall be governed by the limits prescribed under Section-II of Part-II of Schedule V of the Companies Act, 2013 as may be applicable for the time being in force.

E) GENERAL

- 1) The Whole Time Director will perform respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Executive Director will be under the overall authority of the Board Of Directors.
- 2) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3) The Whole Time Director shall adhere to the Company's code of Business Conduct & Ethics for Directors and Management personnel.

5. Scope of director (Operation)

The director of operations, known as chief operations officer (COO), will



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oversee the day-to-day activities of various departments like manufacturing, purchasing, and sales and target specific areas requiring improvement in operational efficiency so that the company runs smoothly. He may often set parameters to judge how efficiently and effectively the organization operates. This may include monitoring revenue margins, worker productivity, personnel evaluations, recruitment, and advancement as well as implementing new directives for growth. He will be assigned Specific duties by Board of Directors which might include managing supervisory staff, planning budgets, reviewing expenses, cutting costs, monitoring inventory, and looking for new ways to increase profitability. Director (Operations) also must act on behalf of the company in adherence to legal framework and best corporate governance practice. In addition, he might work with unions to negotiate terms or handle grievances. While discharging his duties, he will frequently go on-site to supervise and evaluate and in this capacity may field questions and concerns from staff, address problems and shortcomings, and provide insight to streamline business. The Director (Operations) will handle all the responsibilities from applying of tender, manufacturing, testing, repairs, maintenance to marketing and sales of transformers. He will also discharge additional duties as and when required by the Board of Directors from time to time.

6. To Appoint Shri Amalendu Mohanty (DIN 07653644) as Independent Director of the company.

"RESOLVED THAT pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Shri Amalendu Mohanty (DIN 07653644), a non- executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director , not liable to retire by rotation, to hold the office of the Independent Director for a period of two years from 11th Nov 2016 to 10th Nov 2018."

7. To ratify the remuneration of the Cost Auditor for the financial year 2017-18 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act") the Cost Auditors M/ s. S. S. Sonthalia & Co., Cost Accountants, Bhubaneswar, who has been appointed as the Cost Auditor by the Board of Directors of the company, to conduct the audit of the cost records of the company for the financial year 2017-18 be and is hereby ratified to be paid the remuneration of Rs 35,000/- plus applicable taxes/levies ."

NOTES FOR MEMBER'S ATTENTION :

1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 RELATING TO THE SPECIAL BUSINESSES UNDER ITEM NO.4 TO 7 OF THE NOTICE AS SET OUT ABOVE, ARE ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN

ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

3. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. Members/Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder, who is higher in order of names, will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 6th September, 2017 to Tuesday, the 12th September, 2017 (both days inclusive) in terms of provisions of section 91 of the Companies Act, 2013.
8. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send the certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relevant details of persons seeking appointment/ reappointment as Directors are furnished in the Corporate Governance Report.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s) and accordingly, copies of 50th Annual Report are being sent by electronic mode only, to all the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a hard copy of the same. For members, who have not registered their email addresses physical copies of the Annual Report 2017 will be sent by the permitted mode. Investors are requested to register their e-mail addresses with MCS Share Transfer Agent Ltd. if shares are held in physical mode OR with their Depository Participant (s), if the shares are held in electronic mode.
11. In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2009-10 is due for transfer to the IEPF by October, 2017. In terms of provisions of Section 124 of the Companies Act, 2013, no claim shall lie against the Company for the said Fund after the said transfer. Pursuant to

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section 124(6) of the Companies Act, 2013, as amended, and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (the IEPF Rules, 2016) all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more will become due for transfer to the IEPF DEMAT account.

12. All the physical shareholders of the Company are requested to dematerialize their shares.
13. Non-Resident Indian Shareholders are requested to inform Share Transfer Agent immediately :
 - i. The change in the residential status on return to India for Permanent Settlement.
 - ii. The particulars of NRE Account with Bank in India, if not furnished earlier.
14. (a) Members are requested to notify immediately any change of address:
 - (i) to their Depository participants(DPs) in respect of their electronic share accounts; and
 - (ii) to the Company/Share Transfer Agent in respect of their physical share folio, if any.
 (b) In case the mailing address on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.
15. Members are requested to send all communications relating to shares to the company's Share Transfer Agent. (Physical and Electronic) to M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata-700026.e- mail: mcssta@rediffmail.com
16. The names and address of the stock exchanges where-at the company's Share are listed, are given below:
 - a) BSE Limited,
Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001
17. In compliance with the provisions of section 108 of the Companies Act 2013 and the rules framed there under and as per SEBI (Listing Obligations and Disclosures Requirements) Regulations , 2015, the members are provided with the facility to cast their vote electronically, though the e-voting services provided by CDSL, on the resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on Saturday,9th September,2017 at 10 am and ends on Monday the 11th September, 2017 at 5 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 5th September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth DOB	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ALFA TRANSFORMERS Ltd EVSN Reference No: 170803008 on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded



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from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) 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.

Other Instructions :

- The e-voting period commence on Saturday, 9th September, 2017 (10.00 a. m.) and end on Monday, 11th September, 2017 (5.00 p.m.). During this period, member of the company holding share either in physical form or in dematerialize form as on 5th September 2017 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on 5th September 2017.
- Mr. Saroj Kumar Ray, Practicing Company Secretary (Membership No : FCS 5098, CP No-3770), Partner of M/s. Saroj Ray & Associates, Company Secretaries, Bhubaneswar has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The scrutinizer, shall, within a period not exceeding forty eight hours from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make scrutinizer's report of the vote cast in favor or against, if any, forthwith to the chairman of the company.
- The results declared along with the scrutinizers report shall be placed on the company website www.alfa.in and with the website of CDSL within two days of passing of resolutions at the 35th AGM of the company on 14th September 2017 and communicated to the BSE Limited where the share of the company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO 2 : To re-appoint a Director in place of Shri Debasis Das (DIN: 00402790), who retires by rotation and being eligible offers himself for re-appointment

"RESOLVED THAT pursuant to Sec 152 of Companies Act 2013 and other such provisions as applicable, the proposal of reappointment of Shri Debasis Das who is liable to retire by rotation in this ensuing Annual General Meeting and being eligible offered himself for reappointment, be and is hereby approved."

ITEM NO 4 : To re-appoint Shri Dillip Kumar Das (DIN: 00402931), who attains 70 years on 26/01/2018 and upon attaining the age offers himself to be appointed as Managing Director cum Chairman of the company.

Shri Dillip Kumar Das being the pioneer of the company has proved to be an asset of Alfa Transformers Ltd. for a prolonged period. In his mentorship and guidance the company has reached heights and his industrious demeanor, consistency and efforts have helped the company to survive the uncertainties of market and clinch a position in the power sector. The Board hereby shows its pleasure to offer Shri Dillip Kumar Das to continue as Chairman cum Managing Director of the company post his attainment of age 70 years.

ITEM NO 5: To appoint Shri Gopal Krishan Gupta (DIN: 06626534) as Whole Time Director of the company who will be liable to retire by rotation and to fix his remuneration.

Shri Gopal Krishan Gupta is a well known personality in the power sector and under his leadership many reputed companies have earned remarkable performance. He was appointed as the Additional Director in the Board Meeting held on 11th November 2016 and in the same meeting his designation was changed to Executive Director (Operations). He was a part of management committee of ALSTOM at country level and responsible for business for more than 200 MUSD as P & L. He was also the CEO/Director of TBEA Energy India Pvt. Ltd. The Board of directors believes that the company's association with Shri Gopal Krishna Gupta will fetch a milestone in near future. In this regard, the Board offers Shri Gopal Krishan Gupta to be appointed as Whole Time Director of the company w.e.f 11th Nov 2016 till two years that is till 10th Nov, 2018.

ITEM NO. 6: To Appoint Shri Amalendu Mohanty (DIN 07653644) as Independent Director of the company

The Board of Directors offer Shri Amalendu Mohanty being a renowned face in power sector having wide exposure in designing best transformers of India as Independent Director of the company w.e.f 11th November 2016. He has wide experience ranging from power transformer design and commissioning up to 400 kV class. He was in the team for establishing 220 KV transformers and the first proto type 400 KV 315 MVA auto transformers in the company. He is also a Member of BIS, IEEMA & CIGRE.

ITEM NO. 7: As per provisions of Section 148 and all other applicable provisions of the Companies Act 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act") the Cost Auditors M/s. S. S. Sonthalia & Co., Cost Accountants, Bhubaneswar has been retained for the FY 2017-18 and the remuneration is fixed at Rs 35,000.

None of the Directors, Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in this resolution.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

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Name	D.O.B	Field of experience	Years of experience	Designation	Date of Appointment
Dillip Das	26/01/1948	He is Graduate in Electrical Engineering from University College of Engineering, Burla, Sambalpur. He is a member of IEEE, USA; Institute of Standard Engineers and Fellow of Institute of Engineers India and also life member of Indian Council of Management Executives, Mumbai. He graduated in 1969 and worked under Government of Orissa as Assistant Engineer till August, 1973 & then resigned to start his proprietorship business for manufacture and repair of distribution Transformers. He is the promoter & managing Director of your company since 1982. He has rich experience over manufacturing and repairing of transformers. He is responsible for overall technical & commercial activities including designing, production planning, marketing, import & export etc.	45	Chairman cum Whole time Director	Reappointment after attaining 70 years on 26/01/2018
Gopal Krishan Gupta	05/07/1957	He is a graduate from University of Roorkee and has wide experience in power sector in all fields such as strategy, techno commercials assessments, marketing, manufacturing, EPC and company turn around. He was a part of management committee of ALSTOM at country level and part and responsible for business for more than 200 MUSD as P & L. He was also the CEO/Director of TBEA Energu India Pvt. Ltd.	38	Whole time Director	11/11/2016
Amalendu Mohanty	23/09/1955	He was a Technical Adviser at TBEA Energy India. Has wide experience ranging from power transformer design and commissioning up to 400 kV class. Was in the team for establishing 220 kV transformers and the first proto type 400 kV 315 MVA auto transformer in the company. Member of BIS, IEEMA & CIGRE. Working in various organization namely BHEL, Emco Transformers Ltd, Alstom T&D, TBEA Energy India	35	Independent Director	11/11/2016
Debasis Das	30/04/1973	He is a graduate from Utkal University and also hold the professional qualification of M.B.A. from X.I.M.B. He is a young, dynamic, energetic and positive esteemed person. He has been associated with the Company since 1997. He is a Director of Phoenix Surgicare Private Limited, (A 100% Subsidiary Company of Alfa Transformers Limited). He is also member of Share Transfer and Investor Grievance Committee of your Company.	25	Whole time Director	Reappointment after retirement on rotation w.e.f 12/08/2017

Your Directors recommend the appointment and reappointment of above dignitaries in the Company.
None of the directors and the Key Managerial Personnel and their relatives are interested in this resolution.

PLACE : BHUBANESWAR

Date: 5th July, 2017

**BY ORDER OF THE BOARD
FOR ALFA TRANSFORMERS LIMITED
Sd/-
COMPANY SECRETARY**

(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON TUESDAY, 12th SEPTEMBER, 2017 AT 12 NOON, AT HOTEL NEW MARRION, BAPUJI NAGAR, BHUBANESWAR-751001)

Dear Shareholder,

Subject : Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on the resolution proposed to be considered at the 35th Annual General Meeting to be held on 12TH September, 2017 at 12 Noon at: Marriion Hotel, Bapuji Nagar, Bhubaneswar-751001

The Ministry of Corporate Affairs ("MCA") started "Green Initiative in Corporate Governance", which provides for paperless compliances by companies through electronic mode. In the spirit of this initiative the Notice is being sent through e-mail to the members who have registered their e-mail-IDs. This facility is being provided through CDSL e-voting platform. Please read the instructions given in the Notice for voting through the e-voting platform.

Please click on the following link to view Notice along with Attendance Slip cum Proxy Form for Annual General Meeting of the Company scheduled to be held on 12th September, 2017.

Notice of Extra Ordinary General Meeting-Alfa Transformers Limited

www.alfa.in

The Electronic Voting Particulars are set out on the address slip pasted on the envelope.

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Saturday, 9th September, 2017 at 10 am	Monday, 11th September, 2017 at 5pm. (IST)

Members, who have been sent this Notice and annexes electronically and do not wish to avail e-voting facility organized through Central Depository Services (India) Ltd., may send a request to the Company (Alfa Transformers Ltd) at cs@alfa.in for obtaining the physical copies of 'AGM, Notice and annexes'.

In case of any queries or issues regarding e-voting, manual is available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL e-voting helpdesk at 18002005533.

Looking forward to your participating in the process.

Date : 05.07.2017
Place : Bhubaneswar
Encl : AGM Notice/Attendance Slip/Proxy Form

By Order of the Board
Sd/-

Company Secretary

**DIRECTORS' REPORT****Dear Members,**

Your Directors have pleasure in presenting the Thirty-fifth Annual Report on the business and operations together with the Audited Accounts for the financial year ending 31st March'2017. The performance of the Company for the year ended on 31st March 2017 is summarized below:

FINANCIAL HIGHLIGHTS:

The summarized financial results of our operations for the Financial Year ending 31st March'2016 is detailed hereunder.

(Rs.in lakhs)

Sl.No	Particulars	2016-17	2015-16
1	Net Sales/Income from operations	2565.30	2693.08
2	Other Income	27.20	22.55
3	Total Income (1+2)	2562.50	2715.63
4	Profit/(Loss) before Interest, Depreciation and Tax	33.80	244.61
5	Less : Interest and Finance Charges	196.70	165.21
6	Less : Depreciation	140.95	135.29
7	Profit/ (Loss) before Exceptional Items (4-5-6)	(303.85)	(55.89)
8	Add : Exceptional Items	--	--
9	Profit/(Loss) before Tax (7+8)	(303.85)	(55.89)
10	Less : Income Tax	(0.19)	1.53
11	Net Profit/ (Loss) after Tax (9-10)	(304.04)	(54.36)
12	Add : Balance Carried forwards from Statement of Profit and Loss A/C	(640.45)	(586.09)
13	Balance Carried to Balance Sheet (11+12)	(944.49)	(640.45)
14	Earning per Share (Basic & Diluted)	(4.82)	(1.01)

Note: Previous year's figures are regrouped wherever necessary.

FINANCIAL PERFORMANCE:

In the competitive market, the Company was able to achieve Sales and Other income to Rs. 25.65 Crores in the present year as compared to Rs. 26.93 Crores in the previous year. The delay in sales was mainly due to mandatory BIS requirement w.e.f 1st January 2017 and mandatory star rating system of Bureau of Energy Efficiency which affected sales and order in last quarter of the year. With sustained efforts, company has been able to overcome this situation and in the first quarter of FY 2017-18, it has booked highest ever order Rs. 45 Crores raising order in hand to Rs 60.30 Crores. With this we see strong improvement in FY 2017-18.

With its strong market presence and performance, the company is in position to attract investment for various private equity investors. During the financial year 2016-17 the Company has gone for preferential issue of 945588 equity shares and 649412 convertible warrants which resulted in inflow of funds amounting to Rs 3. 90 Crores

The company has conducted the fair revaluation exercise of its assets which stands at Rs. 47.07 Crores, an increase of Rs. 21.71 Crores in previous financial year.

I feel privileged to inform that the Board of Directors in the Board Meeting held on 11th November 2016 has inducted two eminent personalities of power sector into its Board namely Shri Gopal Krishan Gupta and Shri Amalendu Mohanty whose credential have been described in introduction to Board of Directors.

FUTURE PROSPECTS:

As stated above, with good order in hand situation, the company believes to achieve a much higher sales turnover in 2017-18.

To achieve the above, Company has taken various step such as increase in capacity utilization, rationalization of machines between it Bhubaneswar and Vadodara plants, remodelling and layout changes in the plant, addition of experienced manpower, strengthening of supply chain management with a view for just in time delivery and cost reduction. Company has also embarked improvement in IT system for smooth adoption of GST. To support the higher turnover, company is approaching banks and other financial institution for higher working capital facilities.

Company is striving to add product qualification as per new BEE system in big way so as to increase order catchment area and is trying to win vendor approval for these rating from other customers.

As all of you know, that company was large exporter of transformers to Middle East and African countries which got affected due to political issues. Company is now again trying to revive this segment of market and soon expect good results.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

The unclaimed dividend amount aggregating to Rs. 184122 for the financial year ended on 2008-09 was transferred to the Investor Education and Protection Fund established by the Central Government, during the financial year ended March 31, 2017, pursuant to Section 124 of the Companies Act, 2013.

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DISCLOSURE OF PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO :

The disclosure of particulars relating to conservation of energy and technology absorption and foreign exchange earnings and outgo as required by Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is given in **Annexure “A”**.

PERSONNEL :

None of the employees of the Company has been in receipt of remuneration exceeding the amounts envisaged by section 134(3) (m) of the Companies Act, 2013.

SUBSIDIARY COMPANY:

Phoenix Surgicare Private Limited is the only wholly owned Subsidiary Company of your Company. The business operations in the subsidiary Company has not started.

Audited Statements of accounts of the Company's Subsidiary:

The audited statements of accounts, along with the report of the Board of Directors relating to the Company's Subsidiary i.e. Phoenix Surgicare Private Limited, together with the Auditors' Report thereon for the year ended 31st March, 2017 are annexed.

DEPOSITS:

The Company has not accepted any public deposits so far.

DIVIDEND:

Your Directors has not recommended any Dividend during this financial year.

CORPORATE GOVERNANCE:

Corporate Governance is the system by which Companies are directed and controlled. It also includes Board's accountability to the Company and stakeholders, strategic vision and effective monitoring by the Board, protection and equitable treatment of all stakeholders as well as timely disclosure. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target.

Corporate governance at Alfa Transformers Limited (ATL)'s a value-based framework to manage our Company affairs in a fair and transparent manner. We have evolved guidelines and best practices over the years to ensure timely and accurate disclosure of information regarding our financials, performance, leadership and governance of the Company. We are an ethically responsible company, operate with transparency, and validate commitment and sincerity, both vertically and horizontally across the organization with a spirit of integrity.

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance is given in **“Annexure B”** along with certificate from M/s. AK Sabat & Co., Chartered Accountants confirming compliance with the requirement of Corporate Governance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

Management's Discussion and Analysis for the year under review is presented in a separate section as **‘Annexure C’** forming part of the Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) In the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards, had been followed along with proper explanation relating to material departures;
- ii) The directors had 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 state of affairs of company at end of Financial Year of Profit and Loss of company for that period.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of company and for preventing and detecting fraud and other irregularities.
- iv) The directors had prepared the annual accounts on a going concern basis; and
- v) The directors had laid down internal financial controls to be followed by company and that such internal financial controls are adequate and were operating effectively.

Explanation: For purpose of this clause, the term “internal financial controls” means policies and procedures adopted by company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, timely preparation of reliable financial information;

- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were inadequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Pursuant to Sec 196(3) of Companies Act 2013, Shri Dillip Das will be attaining the age of 70 years on Jan 26, 2018 and being eligible offers himself for reappointment as Chairman cum Managing Director of the company. He is recommended by Board of Directors to reappoint him as Chairman cum Managing Director.

Pursuant to Sec 196, 197, 203 and other applicable provisions of Companies Act, 2013 Shri Gopal Krishan Gupta is recommended by the Board to be appointed as Whole Time Director w.e.f 11/11/2016.

Pursuant to Sec 149 (4) of Companies Act 2013, Shri Amalendu Mohanty is recommended by the Board to be appointed as Independent Director w.e.f 11/11/2016.



ALFA TRANSFORMERS LIMITED

Pursuant to provisions of section 152 and all other applicable provisions of Companies Act 2013 and the Companies (Appointment and Remuneration) Rules 2014, Shri Debasis Das is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Your Directors recommend his reappointment.

STATUTORY AUDITORS:

M/s A.K. Sabat & Co, Chartered Accountants, Bhubaneswar retires at this 35th Annual General Meeting and M/S PAMS & Associates has given their consent for re-appointment along with the eligibility certificate as per Section 141(3) (g) of the Companies Act, 2013. The Board of Directors of the Company at their meeting held on 29th May, 2017, on the recommendations of Audit Committee and subject to approval of shareholders at the ensuing Annual General Meeting, recommend the appointment of M/S PAMS & Associates, Chartered Accountants as statutory auditors of the Company. Your Directors request your approval to appoint them as statutory auditors of the Company to hold office from Conclusion of this Annual General Meeting to the next Annual General Meeting .

COST AUDITOR:

Pursuant to provisions of section 148 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s S.S. Sonthalia & Co., Cost Accountants as the Cost Auditors and remuneration payable to them, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018. The Company has received a letter from M/s S.S. Sonthalia & Co, Cost Accountant, Bhubaneswar showing their willingness to be appointed as Cost Auditors stating that they are not disqualified under section 148(5) read with section 141(3) of the Companies Act, 2013.

SECRETARIAL AUDITOR :

The Board of Directors of the Company has appointed M/s Saroj Ray & Associates, Practicing Company Secretaries, Bhubaneswar, to conduct the Secretarial Audit, pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and their report, viz. Secretarial Audit Report in Form MR-3 is appended to this Report as “Annexure D”.

INTERNAL AUDITOR:

Your Company has appointed M/S Vivek Sharma & Associates for Vadodara Unit and M/s Goutam Lenka & Co. for Bhubaneswar Unit as the Internal Auditor of the company for the financial year 2017-18.

INDEPENDENT DIRECTORS:

The Independent Directors hold office for a fixed term of three years and they are not liable to retire by rotation.

In accordance with Section 149(7) of the Act, each Independent Director has given written declaration to the Company confirming that they met

the criteria of Independence as mentioned under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

COMMENTS ON STATUTORY AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT:

Neither the statutory auditors nor the secretarial auditors of the company, in their respective reports, have made any qualifications, reservations or adverse remarks. The company continues to adopt practices to ensure best practice as per Indian Accounting Standards and Corporate Governance standards.

DISCLOSURE AS PER LISTING AGREEMENT :

Cash Flow:

The cash flow statement in accordance with applicable accounting standard is appended to this Annual Report.

Related Party Transactions:

As a matter of policy, your company carries transactions with related parties on an arm-length basis. Statement of these transactions is given in the Notes to financial statements.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments, affecting the financial position of the company which has been occurred between the end of the financial year of the Company to which the financial statements relate and date of the report.

RISK MANAGEMENT POLICY AND INTERNAL FINANCÉ CONTROL ADEQUACY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks in achieving key objectives of the Company. The Company has developed and implemented Risk Management Policy of the Company to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The Internal Control Systems commensurate with the nature, size and complexity of the business of the company. These are routinely tested and certified by Statutory Auditor as well as Internal Auditors.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in Form No. MGT 9 as on 31.03.2017 appended to this Report as “Annexure E”.

ANNUAL EVALUATION BY THE BOARD:

The evaluation framework for assessing the performance of Board including the individual Directors are based on certain key measures, viz. Attendance of Board Meetings and the Committee Meetings, qualitative contribution in deliberations on agenda items , long term