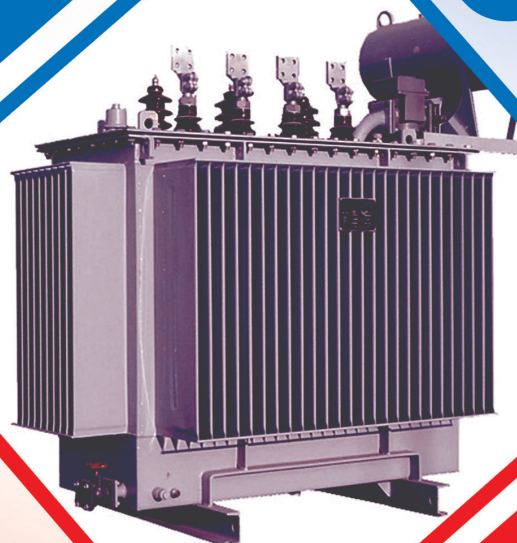




**ALFA TRANSFORMERS LIMITED**

**BHUBANESWAR, ODISHA, INDIA**



**38<sup>TH</sup> ANNUAL REPORT**

**2019 - 2020**

## *Annual Report 2020*

<b>BOARD OF DIRECTORS</b>	<p>Shri B. N. R. Patnaik  Shri Dillip Kumar Das  Shri Gopal Krishan Gupta  Shri Deepak Kumar Das  Shri Debasis Das  Smt. Sujita Patnaik  Shri Amalendu Mohanty  Shri Sambit Mohanty  Shri Rahul Gupta  Shri Rabindra Nath Nayak  Shri Vipin Aggarwal</p>	<p>Chairman (Non-Executive Independent Director)  Managing Director  Whole-time Director (Operations)  Whole-time Director (Finance)  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 Non Independent Director</p>
<b>COMMITTEES OF THE BOARD</b>	<p>Audit Committee  Nomination and Remuneration Committee  Share Transfer &amp; Investor Grievance Committee</p>	
<b>STATUTORY AUDITORS</b>	<p>M/s. PAMS &amp; Associates  Chartered Accountants  Plot No. 506, Unit - IX, Bhoi Nagar  Behind Bayababa Math, Bhubaneswar -751022</p>	
<b>INTERNAL AUDITORS :</b>	<p>M/s. Goutam &amp; Co  Chartered Accountants  101, Bijoyram Villa, Block – A, Ground Floor,  491, NageswarTangi, Vivekananda Marg,  Bhubaneswar, Odisha-751002</p>	
<b>SECRETARIAL AUDITOR :</b>	<p>M/s Saroj Ray &amp; Associates  Company Secretaries  Plot No.N - 6/215,IRC Village, Bhubaneswar-751015.</p>	
<b>COST AUDITOR :</b>	<p>M/s S.S. Sonthalia &amp; Co,  Cost Accountant,  Plot No:395/4688 &amp; 172/4689  Padmavati Vihar, Sailashree Vihar , Bhubaneswar-7510021</p>	
<b>CHIEF FINANCIAL OFFICER :</b>	<p>Mr. Ranjit Kumar Biswal</p>	
<b>COMPANY SECRETARY</b>	<p>Mr. Amarnath Tripathy</p>	
<b>BANKERS</b>	<p>a) State Bank of India,  Commercial Branch,  IDCOL House (Ground Floor), Unit –II, Ashok Nagar, Bhubaneswar -751001  b) Axis Bank Limited,  Satyangar, Bhubaneswar.</p>	
<b>REGISTERED OFFICE FACTORY</b>	<p>Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar –751010  (A) Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar –751010  (B) Plot No.1046, 1047 &amp; 1048, GIDC Estate, Waghodia, Vadodara, Gujrat-391760.</p>	
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	<p>M/s MCS Share Transfer Agent Limited,  383, Lake Gardens, 1st Floor, Kolkata-700 045.  Phone : 4072-4051 to 53,  Fax: 4072-4054  e-mail:mcssta@rediffmail.com</p>	
<b>LISTED IN ISIN CIN</b>	<p>BSE Limited  INE209C01015  L31102OR1982PLC001151</p>	



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**38th Annual General Meeting**

**On Tuesday, The 29th day of September, 2020 At 11 A.M.**

**At. : Regd. Office : Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar –751010**

## Annual Report 2020

### NOTICE

NOTICE is hereby given to the members of M/S. ALFA TRANSFORMERS LIMITED that the 38th Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, the 29th day of September 2020 at 11 AM, through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Plot No. 3337, M.I.E. Bhubaneswar - 751010

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 including statement of Audited Profit and Loss and Cashflow Statement for the year ended 31st March, 2020, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To re-appoint a Director in place of **Mr. Deepak Kumar Das (DIN: 00402984)**, who retires by rotation and being eligible offers himself for reappointment.
3. To re-appoint a Director in place of **Mr. Gopal Krishan Gupta (DIN: 06626534)**, who retires by rotation and being eligible offers himself for reappointment.
4. To confirm the re-appointment of 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 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and the Board, M/S PAMS & Associates, Chartered Accountants, Bhubaneswar having registration No. 316079E be and are hereby appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 38th Annual General Meeting till conclusion of the 39th Annual General Meeting of the Company with a remuneration of Rs. 2,85,000/- (Rupees Two Lakh Eighty Five Thousand Only)."

**"RESOLVED FURTHER THAT** all the directors and/or the Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

#### SPECIAL BUSINESS :

5. To fix the remuneration, perquisites and other allowances of Managing Director and other Whole-time Directors.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions of Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, approval of the shareholders of the Company be and are hereby accorded for continuance of existing gross annual remuneration, perquisites and other allowances to Mr. Dillip Kumar Das, Managing Director, Mr. Gopal Krishan Gupta, Mr. Deepak Kumar Das and Mr. Debasis Das, Whole-time Directors of the Company for a period of Two (2) years with effect from 1st day of April, 2020 to 31.03.2022 as per the details given hereunder:

Rs. (In Lacs)

Name	Salary	Perquisites & Allowances
Dillip Kumar Das (MD)	15.00	1.50
Gopal Krishan Gupta (WTD)	15.00	1.50
Deepak Kumar Das (WTD)	8.00	0.80
Debasis Das (WTD)	8.00	0.80

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.

#### A) COMMISSION/PERFORMANCE BONUS :

Performance Bonus/Commission @3% of Net Profit for Managing Director & at the rate of 1.5% of net profit for Whole-Time Directors for each Financial Year or past thereon computed in the manner as prescribed under Section 197 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being in force.

#### B) 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.



## ALFA TRANSFORMERS LIMITED

6. To reappoint **Mr. Rahul Gupta (DIN: 00024732)** as Independent Director of the company for a further period of Two (2) years with effect from 01.08.2020.

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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 (“Act”) along with the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), SEBI (LODR) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, **Mr. Rahul Gupta** be and is hereby re-appointed as an Independent Director of the company for a period of two (2) years with effect from 01.08.2020.”

**“RESOLVED FURTHER THAT** all the directors and/or the Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution.”

7. To ratify the remuneration of the Cost Auditors for the financial year 2020-21 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 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 the Cost Auditors M/s. S. S. Sonthalia & Co., Cost Accountants, Bhubaneswar, appointed by the Board of Directors of the company, to conduct the audit of the cost records of the company for the financial year 2020-21 at a remuneration of Rs. 35000/- plus GST as applicable be and is hereby ratified.”

**BY ORDER OF THE BOARD  
FOR ALFA TRANSFORMERS LIMITED**

**PLACE : BHUBANESWAR**

**Date: 30th June, 2020**

**Sd/-  
AMARNATH TRIPATHY  
COMPANY SECRETARY**

### NOTES FOR MEMBER'S ATTENTION:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional /Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sraconsultants@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MCS Share Transfer Agent Limited, Kolkata in case the shares are held by them in physical form.
5. An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar. Securities and Exchange Board of India has prohibited physical transfer of shares w.e.f. 01.04.2019.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the

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Company's website [www.alfa.in](http://www.alfa.in) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and notice of AGM on the website of CDSL: <https://www.evotingindia.com>. Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent MCS Share Transfer Agent Limited, Kolkata in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3) (i) of the Companies (Management and Administration) Rules, 2014.

8. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 22nd September, 2020 only shall be entitled to avail the facility of remote e-voting or voting at the Meeting. The copy of register of Directors, Key Managerial Personnel and their shareholding maintained under the Companies Act, 2013 will be available for inspection by the members on request by sending an e-mail to the company.

### **10. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT :**

- (a) As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No. e-mail id, mobile number at [cs@alfa.in](mailto:cs@alfa.in) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company from 9.00 Hours (IST) on September, 23rd, 2020 to 17.00 Hours (IST) on September, 25th, 2020 on the aforementioned e-mail id shall only be considered.
- (b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [cs@alfa.in](mailto:cs@alfa.in) from 9.00 Hours (IST) on September, 23rd, 2020 to 17.00 Hours (IST) on September, 25th, 2020 in advance of the meeting. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. Such questions by the Members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.
- (c) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

### **11. INSTRUCTION FOR E-VOTING AND JOINING THE AGM:**

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- d) Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

### **12. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period will begin on 26th September, 2020 and will end on 28th September, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2020 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 time of meeting.
- (iii) The shareholders should log on to the **e-voting website [www.evotingindia.com](http://www.evotingindia.com)**.
- (iv) Click on "Shareholders" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



## ALFA TRANSFORMERS LIMITED

### OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – My EASI using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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](http://www.evotingindia.com) and voted on an earlier evoting 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)
	Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number. Please send a request by mail to <a href="mailto:cs@alfa.in">cs@alfa.in</a> and also contact us on Phone No. 0674- 2580484 to get sequence number.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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:200819019** 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

### 13. INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) 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.
- (iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (v) 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.

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### **14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

### **15. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER :**

- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Rakesh Dalvi (022- 23058542).
- (vi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43.

### **16. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**17.** Ms. Aditi Patnaik, Partner of Saroj Ray & Associates, Practicing Company Secretaries, Bhubaneswar, Odisha has been appointed as the Scrutinizer to scrutinize the e-voting process and voting process at AGM in a fair and transparent manner.

**18.** The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

**19.** The Results will be declared on receipt of Scrutinizer's Report at the Registered Office of the Company at Plot No. – 3337, Mancheswar Industrial Estate, Bhubaneswar –751010. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.alfa.in](http://www.alfa.in) command on the website of CDSL immediately and communicated to the BSE.

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

**ITEM NO 5:** To fix the remuneration, perquisites and other allowances of Managing Director and other Whole-time Directors.

As the Company has inadequate profit, so the Board of Directors has proposed to keep the remuneration of Executive Directors unchanged. So the prevailing remuneration shall prevail and after two years, in future, if there is adequate profit, the Directors will consider enhancement/revision in the remuneration structure.





## ALFA TRANSFORMERS LIMITED

**ITEM NO 6 :** To reappoint **Mr. Rahul Gupta (DIN00024732)** Non Executive Independent Director for a further period of 2 (Two) Years

The Board of Directors upon recommendation of the Nomination & remuneration Committee reappointed Mr. Rahul Gupta as Non-Executive Independent Director effective from 01/08/2020 for 2 (Two) Years. The Company has received from Mr. Rahul Gupta his consent to act as Non Executive Independent Director and the brief profile and specific arrear of experience of Mr. Rahul Gupta are provide in the additional information on Director recommended for appointment/reappointment.

None of the Directors and KMP of the Company or their respective relatives is concern for interested in the resolution mention in the Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No 5 for the approval of the Members

**ITEM NO 7 :** To ratify the remuneration of the Cost Auditors for the financial year 2020-21.

The Company is required under Section 148 of the Act read with the Companies ("Cost Audit Rules") to have the audit of its cost records for products covered under the Cost Audit Rules conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. S. S. Sonthalia & Co., Cost Accountants as the Cost Auditor of the Company for the Financial year 2019-20 and the remuneration is fixed at Rs. 35,000/- plus GST at the applicable rate.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company. Accordingly the consent of the members is sought as an Ordinary Resolution for the Item set out at Item no. 7 of the Notice for ratification of the remuneration payable to Cost Auditors for the Financial Year ending 31.03.2021. None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

### **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):

Name	D.O.B	Field of experience	Years of experience	Designation	Date of Appointment
Deepak Kumar Das	04/02/1950	Mr. Deepak Kumar Das is Post Graduate in Chemistry from Utkal University. He has over 32 years of experience in business including finance and management functions.	37	Whole - time Director	Re-appointment on 14.02.2019 w. e. f. 02.01.2019
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 was responsible for business for more than 200 MUSD as P& L. He was also the CEO/Director of TBEA Energy India Pvt. Ltd.	42	Whole time Director	Re-appointment on 14.11.2018 w. e. f. 10.11.2018
Rahul Gupta	14/03/1967	He is a Mechanical Engineer and MBA (Finance) and has over 30 years of operational, executive and entrepreneurial experience. He is running an IT services company based in Chandigarh and Bangalore. He is working as an Independent Director in different Companies. He is known for his expertise in business and financial modeling, business and strategic planning, creating winning teams and has played a key role in venture capital and IT Industry in India. He was associated with us since 01/08/2018 as a Non-Executive Independent Director of the Company.	30	Non-Executive Independent Director	Appointed on 01-08-2018

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

**BY ORDER OF THE BOARD  
FOR ALFA TRANSFORMERS LIMITED**

**PLACE : BHUBANESWAR  
Date: 30th June, 2020**

**Sd/-  
AMARNATH TRIPATHY  
COMPANY SECRETARY**

# Annual Report 2020

CIN : L31102OR1982PLC001151

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you the 38th (Thirty-Eighth) Annual Report of your Company on the business and operations together with the Audited Financial Statements and Auditors' Report for the financial year ended 31st March'2020. The performance of the Company during the year under Report is summarized as below:

### FINANCIAL HIGHLIGHTS:

The summarized financial results of our operations for the Financial Year ending 31st March'2020 is detailed hereunder.

(Rs.in lakhs)

Particulars	2019-20	2018-19
Revenue from operations	3298.05	6472.14
Other Income	32.55	42.40
<b>Total Revenue</b>	<b>3330.60</b>	<b>6514.54</b>
Profit/(Loss) before Interest, Depreciation and Tax	(505.60)	160.06
Less : Interest and Finance Charges	135.30	181.72
Less : Depreciation	121.89	122.21
Profit/ (Loss) before Tax	(762.79)	(143.87)
Current Tax	—	2.71
<b>Profit / (Loss) after Tax</b>	<b>(762.79)</b>	<b>(141.16)</b>
Other Comprehensive Income	—	—
<b>Total Comprehensive Income for the Year</b>	<b>(762.79)</b>	<b>(141.16)</b>
<b>Earnings per Share (Basic &amp; Diluted)</b>	<b>(8.34)</b>	<b>(1.54)</b>

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

### FINANCIAL PERFORMANCE :

During the last quarter of Financial Year 2019-20, COVID-19 pandemic has caused havoc across the Globe and India, a rising economic power certainly has not remained on touch. The current economic crisis due to COVID-19 has drastically effected the operation and liquidity of our company. In our Vadodara Unit the import of raw material from China was affected very badly resulting reduction of sale and accumulation of semi finished transformers for want of imported AMDT resulting in heavy penalty due to delayed supply. Bhubaneswar unit also suffer heavily for lack of orders which are not yet finalise by electricity utility Companies & others. Further, Bhubaneswar Unit suffered heavily due to Cyclone 'FANI' during May' 2019.

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:

No unclaimed dividend amount due for transfer to IEPF.

### PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN OR SECURITY PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013 :

The particulars of the loans, guarantees and investments covered under provisions of the Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 are given in the notes to the financial statements, which forms part of this Annual Report.

### 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 Companies (Accounts) Rules, 2014 are given in Annexure "A".

### PERSONNEL

None of the employees of the Company has been in receipt of remuneration exceeding the amounts envisaged under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.

### DEPOSITS:

The Company has not accepted any public deposits so far.

### TRANSFER TO GENERAL RESERVE :

During the financial year ending on 31st March, 2020, there has been no transfer to General Reserve.