

23rd Annual Report

2016-2017

ALFA VISION
OVERSEAS (INDIA) LIMITED

BOARD OF DIRECTORS

Mr Vishnu Prasad Goyal	Managing Director
Mr Vijay Singh Bharakatiya	Independent Director
Ms. Priya Chhabra	Independent Director (From 11.08.2017)
Mr. Ravi Goyal	Director (From 16.03.2017)
Mr. Ravi Goyal	CFO
Ms Ruchi Tare	Company secretary

BANKERS

Karnataka Bank, Indore
Bank of Baroda, Indore

AUDITORS

ABHISHEK NAHAR & ASSOCIATES

Chartered Accountants
110, Indore Trade Centre,
3/2 South Tukoganj,
Indore (M.P.)

REGISTERED OFFICE

“405, Rajani Bhawan,
569/2, M.G.Road,
Indore - (M.P.)”,
Email: alfavision@rediffmail.com
Website: www.alfavisionindia.com

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup (W), Mumbai
PH: 022-25963838

ALFAVISION OVERSEAS (INDIA) LIMITED

Registered Office: 405, Rajani Bhawan, 569/2, M.G.Road, Indore - (M.P.)

CIN : L67120MP1994PLC008375

Notice to the Shareholders

NOTICE is hereby given that the 23rd Annual General Meeting of **ALFAVISION OVERSEAS (INDIA) LIMITED** will be held on Thursday day 28th Day of September, 2017 at 01:00 P.M., at, 1-A, Press Complex, A.B. Road, Indore (M.P.) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 and the statement of Profit & Loss Account and Cash flow statement of the company for the year ended on the same date and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Ravi Goyal (02839450), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s Pawan Shikhar Jain & Associates, Indore (FRN: 020171C,) be and is hereby appointed as Statutory Auditor of the Company, to hold office for a period of 5 years(i.e, financial year from 2017-18 to 2021-2022), from the conclusion of twenty third (23rd) Annual General Meeting until the conclusion of Twenty eight (28th) Annual General Meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof .”

SPECIAL BUSINESS:-

4. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 149,152,161 of the Companies Act, 2013 and other applicable provisions (including any modification(s) or re-enactment(s) thereof for the time being in force) if any, of the Companies Act, 2013 and rules made there under Mr. Ravi Goyal (DIN: 02839450) who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 16th March, 2017 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.”.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (“Act”) and the rule made there under, read with Schedule IV to the act, as amended from time to time and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Priya Chhabra (DIN:07906769) who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 11th August, 2017 upto 10th August, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

For Alfavision Overseas (India) Limited

Date: 2nd September, 2017
Reg Off. 405, Rajani Bhawan
569/2, M.G.Road
Indore (M.P.)

Vishnu Prasad Goyal
Managing Director

Notes:

- ❖ **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE VALID, THE PROXY FORMS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- ❖ In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- ❖ Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- ❖ Members are requested to send their queries, if any, at least 10 days in advance so that the information can be made available at the meeting and members are requested to bring their copy of the Annual Report to the meeting as annual report will not be distributed at the Annual General Meeting.
- ❖ Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
- ❖ Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the “Secretarial Department”
- ❖ In all correspondence with the Company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DP ID number.
- ❖ The Company has designated an exclusive email address alfavision@rediffmail.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.
- ❖ Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company Registrar and Share Transfer Agent.
- ❖ Members attending the meeting are requested to bring with them the Attendance slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
- ❖ SEBI has notified for compulsory trading of shares of the Company in demat form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
- ❖ In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.

- ❖ The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar **LINK INTIME INDIA PRIVATE LIMITED**, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai, for sending the document in electronic form. The form is enclosed with Annual Report.
- ❖ Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- ❖ Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking re-appointment at the Annual General Meeting is given in corporate governance report forming part of this annual report.
- ❖ In compliance with provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchange(s), the Company is pleased to offer e-voting facility to enable members to cast their votes electronically. The Company has agreement with CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
- ❖ Mr. Ritesh Gupta, Practicing Company Secretaries shall be act as Scrutinizer for conducting the E-voting process in a fair and transparent manner.
- ❖ The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

Procedure for E-voting:-

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins From 10.00 A.M. on September, 25, 2017 and ends up to 05.00 P.M. on September, 27, 2017. 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 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
1. 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.
 2. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csriteshgupta1@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
 3. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

By order of the Board of Directors
For Alfavision Overseas (India) Limited

Date: 02nd September, 2017
Reg Off. 405, Rajani Bhawan
569/2, M.G.Road
Indore(M.P.)

Vishnu Prasad Goyal
Managing Director

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

ITEM NO. 4

The Board of the Directors of the Company has appointed Mr. Ravi Goyal as an Additional Director of the Company in terms of Section 149 and 161 of the Companies Act, 2013 and the rules made there under. Mr. Ravi Goyal has the vast experience in field of Commodity trading & Infrastructure facilities.

Pursuant to provisions of the Section 160 and 161 of the Companies Act, 2013 Mr. Ravi Goyal will hold the office of Additional Director up to the date of the ensuing Annual General Meeting. The Company has received notice in writing intending his candidature under the provisions of the Section 160 of the Companies Act, 2013 for the office of Director.

In the opinion of the Board Mr. Ravi Goyal fulfills the criteria to be appointed as Non Executive Director of the Company therefore, yours Directors recommends the passing ITEM NO. 4 of the Resolution in interest of the Company.

Except Mr Vishnu Prasad Goyal none of Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions

ITEM NO. 5

Based on recommendation of the Nomination and Remuneration Committee, Ms. Priya Chhabra was appointed as an Additional Director on the Board of the Company with effect from 11th August, 2017 to hold office upto the date of the Annual General Meeting. She was also appointed as Independent Director of the Company with effect from 28th September, 2017, subject to approval of the Members. Ms. Priya Chhabra is an Associate Company Secretary having valuable experience in the corporate sector at various levels. She has in the past worked with Khaitan Chemical Group.

In the opinion of the Board Ms. Priya Chhabra fulfills the criteria to be appointed as Independent Director of the Company therefore, yours Directors recommends the passing of this Resolution in interest of the Company

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions

By order of the Board of Directors
For Alfavision Overseas (India) Limited

Date: 2nd September, 2017
Reg Off. 405, Rajani Bhawan
569/2, M.G. Road
Indore (M.P.)

Vishnu Prasad Goyal
Managing Director