

25TH Annual Report

2018-2019

ALFAVISION

OVERSEAS (INDIA) LIMITED



BOARD OF DIRECTORS

Mr. Vishnu Prasad Goyal	Managing Director Mr.
Vijay Singh Bharakatiya	Independent Director
Ms. Priya Chhabra	Independent Director
Mr. Ravi Goyal	Director and CFO
Mr. Sandeep Patel	Company secretary

BANKERS

Karnataka Bank,
Indore

AUDITORS

M/S. S. K. Lulla & Co,
(FRN: 002336C),
304-305 Sterling Arcade,
15/3 Race Course Road. Indore (MP)
Mob. : 0982601671 8/09827299629
Office. : 0731-4064845
Email caindore @gmail.com

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED
C- 101, 247 Park, LBS Marg,
Surya Nagar, Gandhi Nagar, Vikhroli
West, Mumbai, Maharashtra 400083
PH: 022-25963838

Note: As per SEBI notification date 30.11.2018 and further clarification on 27.03.2019, SEBI has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “except in case of transmission or transposition of securities requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019”. The amendment does not prohibits the Investor from holding the shares in physical form, Investor has the option of holding shares in physical form even after April 1,2019.

Any Investor who has desirous of transferring shares (which are held in physical form) after April 1, 2019 can do so, only after the shares are dematerialised.

ALFAVISION OVERSEAS (INDIA) LIMITED

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

CIN : L67120MP1994PLC008375

Email: alfavision@rediffmail.com Website: www.alfavisionindia.in

NOTICE OF 25th ANNUAL GENERAL MEETING

NOTICE is hereby given that 25th Annual General Meeting of **ALFAVISION OVERSEAS (INDIA) LIMITED** will be held on Monday, 30th Day of September, 2019 at 02:30 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 standalone Financial statements of the company for the year ended 31st March 2019, including the audited standalone and consolidated balance sheet as on 31st march, 2019, the statement of Profit & Loss, Cash flow statement for the year ended on 31st March 2019 and the Reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of **Mr. Ravi Goyal (DIN: 02839450)**, who retires by rotation and being eligible offers himself re-appointment
3. To appoint Statutory Auditors of the company and to fix their remuneration and in this regard, pass the following resolution as an ordinary resolution :

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re- enactments thereof for the time being in force) M/S. Goyal Goyal & Co., Chartered Accountants, Indore (Firm Registration No. 015069C), be and are hereby appointed as Statutory Auditors of the Company (in place of M/S. S. K. Lulla & Co., Chartered Accountants, Indore as the retiring Auditors by resignation) for a term of five consecutive years commencing from the Company's financial year ending March 31st, 2020 to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 30th Annual General Meeting at such remuneration, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) shall authorize any of the directors, be and are hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 186 (2)(b), Section 186 (3) and 179 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of members, statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of directors duly authorised in this behalf) the consent of the Company be and is hereby accorded to the Board of directors of the Company to make investments and to provide loan, give securities, guarantee in excess of the 60 % of the aggregate of the paid-up share capital and free reserves and/or upto 100% of the aggregate of free reserves of the Company as per the limits prescribed under Section 186 of the Companies Act 2013 in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 40 Crore at any time together with the existing loan and investments.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized for providing any loan, guarantee and securities to the above said bodies corporate and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.

For Alfavision Overseas (India) Limited

Date: 04th September, 2019
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) authorizing 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 dully 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 dematerialization 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 101, 247 Park, LBS Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra-400083, 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 SEBI,(Listing Obligation And Disclosure Requirements) 2015 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 regulation 44 of SEBI,(Listing Obligation And Disclosure Requirement) 2015 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.
- ❖ Shivani Mittal, 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.
- ❖ Details required under regulation 36 of the SEBI(listing obligation and disclosure requirement) 2015 in case of director seeking appointment/re appointment at the Annual General Meeting is annexed herewith to notice as **Annexure 1 and Annexure 2** the director have furnish the requisite declaration for their appointment or reappointment.

Procedure for E-voting:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on , 27th day of September 2019 (9.00 AM) and ends on, 29th day of September 2019(5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 21st day of September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 OR Date of Birth (DOB)	<p>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.</p> <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).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (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 Alfavision overseas (india) ltd 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) 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 from Google Play Store. Apple 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.
- (xix) 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 mailed 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.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Annexure 1

(In pursuant to section 36(3) of SEBI (Listing Obligation And Disclosure Requirements) 2015 details for appointment/re-appointment of director.

1. Details of Director retiring by rotation/seeking re-appointment at the Meeting:

Name of Director	Ravi goyal
Age	28
Qualification	M.B.A
Date of appointment	28 September, 2017
Expertise	Agri Commodity, Capital Market, Print & Electronic Media.
Number of Meeting Attended	All
Other Directorships (excluding Pvt. Companies) as on March 31, 2019	Vishnu vision credit and capital limited Alfavisision overseas India limited
Chairman/ Member of the Committees as on March 31, 2019	Audit committee Stakeholder relationship committee Nomination and remuneration committee

Explanatory Statement Pursuant To Section 102(1) of the Companies Act, 2013:-

ITEM NO. 4:-

The Board at its meeting held on 04th september, 2019 has approved, subject to approval by the Members and other requisite approvals, the proposal to make investments and to provide loan, give securities, guarantee in excess of the 60 % of the aggregate of the paid-up share capital and free reserves and/or upto 100% of the aggregate of free reserves of the Company as per the limits prescribed under Section 186 of the Companies Act 2013 in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 40 Crore at any time together with the existing loan and investments.

Members are requested to authorise to the Board to sell, transfer and/or otherwise dispose of FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division on a going concern basis.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. The Board recommends passing of the Special Resolution in the Notice in the interest of the Company.

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

Date: 04th September, 2019
Reg Off. 405, Rajani Bhawa
569/2, M.G.Road

Vishnu Prasad Goyal
Managing Director

ALFAVISION OVERSEAS (INDIA) LTD.

CIN: L67120MP1994PLC008375

Regd. Office: 405 RAJANI BHAWAN 569/2 M. G. ROAD INDORE MP 452001 IN

ATTENDANCE SLIP

Please Fill Attendance Slip And Hand It Over At The Entrance Of The Meeting Hall:

(Joint shareholders may obtain additional Slip at the venue of the meeting.)

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **25th ANNUAL GENERAL MEETING** of the Company held on Monday, 30th day of September, 2019 at 02:30 P.M. at 1-A Press Complex, A.B. road, Indore (MP)

***Applicable for investors holding shares in electronic form**

Signature of Shareholder / proxy