



ALFA TRANSFORMERS LTD.

CIN-L311020R1982PLC001151

Regd. Office : Plot No. 3337,
Mancheswar Industrial Estate
Bhubaneswar -751010, Odisha, India

Tel. : 91-674-2580484
E-mail : info@alfa.in / Sales@alfa.in
URL : http : //www.alfa.in



ISO 9001 : 2015
Certificate Registration No. 99 100 11745/02

NOTICE

NOTICE is hereby given to the members of Alfa Transformers Limited that the 41st Annual General Meeting of the members of the Company will be held on Wednesday, the 19th day of July 2023 at the Registered Office of the Company at Plot No. 3337, M.I.E. Bhubaneswar-751010 at 12 Noon, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company for the year ended 31st March, 2023 including statement of Profit and Loss and Cash flow Statement along with notes on Accounts for the year ended 31st March, 2023 and the Directors' and Auditors' Reports thereon.

2. 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 41st Annual General Meeting till conclusion of the 42nd Annual General Meeting of the Company with a remuneration of Rs. 2,85,000/- (Rupees Two Lakhs 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:

3. Appointment of Mr. Sandip Kumar Mohanty (DIN: 01787995) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Sandip Kumar Mohanty (DIN: 01787995) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective November 11 2022, in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member



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proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from November 11, 2022 to November 10, 2027 and the term shall not be subject to retirement by rotation.

4.To reappoint **Mr. Dillip Kumar Das (DIN: 00402931)** as Managing director of the company for a further period of Three (3) years with effect from 06.08.2023.

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

"RESOLVED THAT in accordance with the provisions of section 152,196,197, Schedule V and other applicable provisions, if any, of the Companies Act,2013 and the rules made there under or any statutory modification(s) or re-enactment thereof and such other approvals as may be necessary, consent of the shareholders of the company be and is hereby accorded for the reappointment of **Mr. Dillip Kumar Das**, as Managing Director of the Company for a period of Three (3) years with effect from 06.08.2023 on existing terms ,conditions and remuneration as duly approved earlier".

"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"

5.To reappoint **Mr. Debasis Das (DIN: 00402790)** as Whole-time director of the company for a further period of Three (3) years with effect from 01.04.2023.

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

"RESOLVED THAT in accordance with the provisions of section 152,196,197, Schedule V and other applicable provisions, if any, of the Companies Act,2013 and the rules made there under or any statutory modification(s) or re-enactment thereof and such other approvals as may be necessary, consent of the shareholders of the company be and is hereby accorded for the reappointment of **Mr. Debasis Das**, as Whole time Director of the Company for a period of Three (3) years with effect from 01.04.2023 on existing terms ,conditions and remuneration as duly approved earlier".

"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"

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

"RESOLVED THAT, the consent of the Company be and is hereby accorded in terms of Section 61, 64 and other applicable provisions, if any, of the Companies Act,2013 to create additional 80,00,000 (Eighty lakhs) equity shares of Rs.10/- each and thereby increasing the Authorised Share Capital of the Company from 120,00,000 (One Crore Twenty lakhs) equity shares of Rs.10/- each to 2,00,00,000 (Two Crore) equity shares of Rs.10/- each ranking Pari passu with the existing equity shares of the Company".

"RESOLVED FURTHER THAT, pursuant to the provisions of section 13, 61, 64 and other applicable provisions of the Companies Act, 2013, the Clause V of the Memorandum of Association of the Company be altered as follows"



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Clause V. The Authorised Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores) only divided into 2,00,00,000 (Two Crore only) equity shares of Rs.10/-(Rupees Ten) only. Any shares of the original or increased Capital may from time to time be issued with guarantees or any rights or preference whether in respect of dividend or repayment of capital or both or any other special privileges or advantage over any shares previously issued subject to any provision or conditions and with any special rights or without any right of voting or generally on such terms as the Company may from time to time determine.

"RESOLVED FURTHER THAT any director or the Company Secretary of the Company, be and are hereby severally authorised to file, sign, verify and execute all such forms. e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution"

7. 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 14, 61, and other applicable provisions of the Companies Act, 2013 the Article 6 of the Articles of Association of the Company be altered as follows"

The Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores) only divided into 2,00,00,000 (Two Crore only) equity shares of Rs.10/-(Rupees Ten) each. The Company shall have power to increase consolidate, sub-divide, reduce or otherwise alter its share capital subject to the provisions of the Act.

"RESOLVED FURTHER THAT any director or the Company Secretary of the Company, be and are hereby severally authorised to file, sign, verify and execute all such forms. e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution"

PLACE: BHUBANESWAR
DATE: 16TH JUNE, 2023

BY ORDER OF THE BOARD
FOR ALFA TRANSFORMERS LTD

SD/-
SAMBIT KAR
COMPANY SECRETARY



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NOTES FOR MEMBER'S ATTENTION:

- 1. 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 MEMEBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARECAPITAL OF THE COMPANY. AMEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARECAPITAL 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.

2. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Businesses under item No.3 to 7 of the Notice as set out above, are annexed hereto.
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. The members who hold shares in dematerialized form are requested to bring 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 12th day of July, 2023 to Wednesday, the 19th day of July, 2023 (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 (LODR) Regulations, 2015 relevant details of persons seeking appointment/reappointment as Directors are furnished in the Corporate Governance Report.



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10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, 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 and accordingly copies of 41st Annual Report are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copy of the Annual Report 2022-23 will be sent by the permitted mode. Investors are requested to register their email addresses with MCS Share Transfer Agent Ltd if shares are held in physical mode or with Depository Participants 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 entire unclaimed dividend lying with Company's unclaimed dividend account was transferred to IEPF account. 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.
12. **All the physical shareholders of the Company are requested to dematerialize their shares. It is hereby informed that pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. In order to comply with the above regulation, the shareholders of the Company who are holding their shares in physical mode 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, 383, Lake Gardens, 1st Floor, Kolkata-700045, e- mail: mcssta@rediffmail.com**



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16. The names and address of the stock exchanges where-at the company's Share are listed, are given below:

BSE Limited, Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai-400 001

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, through the e-voting services provided by NSDL, on the resolutions set forth in this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 15th July, 2023 at 10:00 A.M. and ends on 18th July, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th July, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th July, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



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| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your |



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| | <p>vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com |



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| | <p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |



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Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|--|
| a) For Members who hold shares in demat account with NSDL. | <p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p> |



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| | |
|--|---|
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



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7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dminnarao15@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@alfa.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account



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CIN-L31102OR1982PLC001151

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statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@alfa.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO 3: The Board of Directors ("Board") at its meeting held on 11/11/2022, and based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sandip Kumar Mohanty as Independent Director of the Company for a term of 5 (five) Consecutive years from November 11 2022 to November 10, 2027 subject to approval of shareholders.

The Company has received from Mr. Sandip Kumar Mohanty:

- (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act,
- (iii) Declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Act and under the Listing Regulations.
- (iv) Disclosure of his interest in Form-MBP-1.

In the opinion of the Board, Mr. Sandip Kumar Mohanty is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management of the Company and possesses the appropriate skills, experience and knowledge required for discharge of his duties as an Independent Director. His vast Knowledge and varied experience will of immense value to the Company.

The profile and specific areas of expertise of Mr. Sandip Kumar Mohanty are provided as "Additional information on Directors recommended for appointment/re-appointment" None of the Director(s) and



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KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the members.

ITEM NO. 4: To reappoint Mr. **Dillip Kumar Das (DIN: 00402931)** as Managing director of the company for a further period of Three (3) years with effect from 06.08.2023.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee reappointed Mr. Dillip Kumar Das as Managing Director of the Company effective from 06.08.2023.

The Company has received from Mr. Dillip Kumar Das:

- (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act,

The profile and specific areas of expertise of Mr. Dillip Kumar Das are provided as "Additional information on Directors recommended for appointment/re-appointment" 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. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

ITEM NO 5: To reappoint **Mr. Debasis Das (DIN: 00402790)** as Whole-time director of the company for a further period of Three (3) years with effect from 01.04.2023.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee reappointed Mr. Debasis Das as Whole Time Director of the Company effective from 01.04.2023.

The Company has received from Mr. Debasis Das:

- (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act,

The profile and specific areas of expertise of Mr. Debasis Das are provided as "Additional information on Directors recommended for appointment/re-appointment" 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. 5 of the Notice.

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



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ITEM NO 6 INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY FROM 12 CRORES TO 20 CRORES:

The Authorised Share Capital of the Company presently stands at Rs.12,00,00,000/- (Rupees Twelve Crores) only divided into 120,00,000 (One Crore Twenty Lakhs) Equity shares of Rs.10/- (Rupees Ten) only. To cope with the demand of working capital requirement, capital expenditure and to enhanced productivity, it is proposed to increase the authorized share capital of the Company. It is therefore, considered advisable to increase the Authorised Share Capital of the Company from Rs.12,00,00,000/- (Rupees Twelve Crores) only to Rs.20,00,00,000/- (Rupees Twenty Crores) only by creation of additional 80,00,000 (Eighty Lakhs) Equity shares of Rs.10/- (Ten) each which shall rank Pari passu with the existing equity shares of the Company. Consequent upon the increase in Authorised Capital of the Company, its Memorandum of Association would require alteration so as to reflect the increase in share capital.

Your directors recommended that the resolution be passed. None of the Directors of the Company are concerned or interested in the above resolution except to the extent of their holding of equity shares in the Company.

ITEM NO.7 ALTER CLAUSE 6 OF ARTICLES OF ASSOCIATION OF THE COMPANY:

Consequent upon the increase in Authorised Capital of the Company, its Articles of Association would require alteration so as to reflect the increase in share capital. Your directors recommended that the resolution be passed.

None of the Directors of the Company are concerned or interested in the above 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)

| Name | D.O.B | Field of experience | Years of experience | Designation | Date of Appointment/ Re-appointment |
|----------------------|------------|---|---------------------|-------------------|-------------------------------------|
| Mr. Dillip Kumar Das | 26/01/1948 | Mr. Dillip Kumar Das, 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. | 51 Years | Managing Director | 06/08/2023 |



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| | | | | | |
|--------------------------|------------|---|----------|----------------------|------------|
| Mr. Debasis Das | 30/04/1973 | Mr. Debasis Das, is a graduate from Utkal University and also hold the professional qualification of M.B.A. from X.I.M.B. He has started his career as an Assistant Manager (Marketing) in your Company. Due to his sincere and dedicated efforts, the Company could able to increase its sales in domestic market. | 28 Years | Whole Time Director | 01/04/2023 |
| Mr. Sandip Kumar Mohanty | 01/07/1958 | He worked as a partner at M/s. M M & Company, B-30, Industrial Estate, Khapuria, Cuttack-753010, engaged in the business of manufacture of Hand pumps, Agricultural Equipment's, General fabrication jobs etc. since the year 1979. He also joined M/s Hytech Pvt Ltd in the year 1988 which was engaged in manufacture of fabrication & erection of structures, Electrical control panels and allied jobs etc. | 28 Years | Independent Director | 11/11/2022 |

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.

PLACE: BHUBANESWAR
DATE: 16TH JUNE, 2023

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

**SD/-
SAMBIT KAR
COMPANY SECRETARY**



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(ANNEXURE TO THE NOTICE FOR THE 41ST (FORTY-ONE) ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, 19TH DAY OF JULY, 2023 AT 12 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO.3337, M.I.E. BHUBANESWAR, ODISHA-751010).

Name & Registered Address of Sole/First named Member :
Joint Holders Name (If any) :
Folio No. / DP ID & Client ID :
No. of Equity Shares Held :

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 all resolutions proposed to be considered at the 41ST Annual General Meeting (AGM) to be held on Wednesday, 19th day of July, 2023 at 12 Noon at the Registered Office of the Company at Plot No. 3337, M.I.E. Bhubaneswar, Odisha-751010.

The Ministry of Corporate Affairs ("MCA") has 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. The E-Voting 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 July, 19.07.2022.

Notice of 41th AGM & Annual Report for the F.Y. 2022-23-ALFA TRANSFORMERS LIMITED

Notice and Annual Report are available on the website of the Company i.e. www.alfa.in and the physical copies may be procured from the Company's Registered Office at Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar, Odisha-751010.



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The Electronic Voting Particulars are set out below:

| EVSN(E-Voting Number) | Sequence | User ID | PAN / Sequence No. |
|-----------------------|----------|---------|---|
| 124206 | | | 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, 15 th July, 2023 from 10:00 a.m. (IST) | Tuesday, 18 th July, 2022 till 05:00 p.m. (IST) |

Members, who have been sent this Notice and Annual Report 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 LIMITED**) at info@alfa.in for obtaining the physical copies of 'AGM Notice' and/or "Annual Report".

In case of any queries or issues regarding e-voting, 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 participation in the process.

PLACE: BHUBANESWAR
DATE: 16TH JUNE, 2023

BY ORDER OF THE BOARD
FOR ALFA TRANSFORMERS LTD

SD/-
SAMBIT KAR
COMPANY SECRETARY