

NOTICE

NOTICE is hereby given to the members of Alfa Transformers Limited that the 40th Annual General Meeting of the members of the Company will be held on Wednesday, the 28th day of September 2022 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, 2022 including statement of Profit and Loss and Cash flow Statement along with notes on Accounts for the year ended 31st March, 2022 and the Directors' and Auditors' Reports thereon.
2. To re-appoint a Director in place of **Mr. Dillip Kumar Das (DIN: 00402931)**, who retires by rotation and being eligible offers himself for reappointment.
3. 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 40th Annual General Meeting till conclusion of the 41st 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 :

4. Appointment of Mr. Suryakanta Das (DIN: 09421874) 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. Suryakanta Das (DIN: 09421874) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective October 18, 2021 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 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 October 18, 2021 to September 17, 2026 and the term shall not be subject to retirement by rotation.
RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Suryakanta Das (DIN: 09421874) after he attains the age of 75 years, as an Independent Director of the Company.
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, 2022 to 31.03.2024 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.

6. To consider the conversion of Loan of the promoter and promoter(s) group to the Company into equity shares

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

"RESOLVED THAT pursuant to section 39, 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded to utilize/convert (a) the Loan(s) Advanced as on date and (b) to be advanced to the Company future loans up to the extent of RS. 10 Crores by the promoter and promoters group of the Company towards any future subscription in one or multiple tranches of any securities which includes equity and convertible warrants into equity shares, at such price and condition(s) as decided by the Board.

"RESOLVED FURTHER THAT the Loan(s) Advanced as on date and to be advanced to the Company of any future loans up to the extent of RS. 10 crores by the promoter and promoters group of the Company (towards any future subscription in one or multiple tranches of any securities which includes equity and convertible warrants into equity shares) are not subject to any creditor's re-arrangement in present or in future or for subject to any compromise."

"RESOLVED FURTHER THAT the proposed loan by the promoter and promoters group of the Company towards any future subscription in one or multiple tranches of any securities which includes equity and convertible warrants into equity shares may be converted through any future scheme of arrangement or reorganized of the capital of the company and in case of any proposed demerger in different ratio of shares irrespective of the holding pattern.

"RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules , 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed there under in connection with the conversion of the above loan of the promoter and promoter(s) groups, in one or multiple tranches, towards future subscription of any securities including equity and convertible warrants into equity shares".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required".

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

PLACE : BHUBANESWAR
Date: 24th August, 2022

**AMARNATH TRIPATHY
COMPANY SECRETARY**

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.4 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 21st day of September, 2022 to Wednesday, the 28th day of September, 2022 (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.
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 40th 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 2021-22 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 en-cashed 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



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

BSE Limited, Phiroze JeeJeebhoi 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 CDSL, 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 Saturday, 24th September, 2022 at 10:00 A.M. and ends on Tuesday, 27th September, 2022 at 5:00 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. 20th September, 2022 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 20th September, 2022.

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:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<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 vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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?

- 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, 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.*
- 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.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
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 (i.e., 121270) followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 121270 then user ID is 121270001***



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 8 digit 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.**

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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.
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 sraconsultants@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.

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2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 20.09.2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20.09.2022 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. 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.
4. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL 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 statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). 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 and joining virtual meeting 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 4 : The Board of Directors of the Company at its meeting held on 13/11/2021, and based on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Suryakanta Das (DIN: 09421874) as an Additional Director under the category of Non-Executive Independent Director for a term of 5 (five) consecutive years from October 18, 2021 to September 17, 2026 not liable to retire by rotation subject to the approval of shareholders.

The Company has received from Mr. Suryakanta 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,
- (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. Suryakanta Das is a person of integrity, fulfils the conditions specified in the Act and the Rules

made there under and the Listing Regulations for his appointment as an Independent Director of the Company. He is independent of the Management of the Company and possesses the appropriate skills, experience, and knowledge required for the discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of Mr. Suryakanta Das would be of immense benefit to the Company.

Copy of the letter of appointment of Mr. Suryakanta Das setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

Mr. Suryakanta Das shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Mr. Suryakanta Das as Independent Director, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

Additional information in respect of Mr. Suryakanta Das, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

Pursuant to Regulation 25 (2A) of the Listing Regulations and in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under, the resolution seeks the approval of the members for the appointment of Mr. Suryakanta Das for a period of Five (5) years commencing from 18.10.2021.

Except Mr. Suryakanta Das, being the appointee, 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 by the way of a Special Resolution.

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.

ITEM NO. 6 : To consider the conversion of loan of the promoter and promoter(s) group to the company into equity shares.

The Company, from time to time has obtained loans and advances from Mr. Dillip Kumar Das, promoter & M/s. Industrial Designs & Services Private Limited & M/s. Oricon Industries Private Limited promoter(s) group of the Company. As on 30/06/2022, the total loan outstanding from the above promoter & Promoter Group are as follows which was taken towards payment/settlement of Bank Loan obligations, creditor's payment, working capital, general corporate purpose and other creditor's requirements.

Sr. No.	Name	Amount (RS.) 30.06.2022	Rate of Interest
1	Dillip Kumar Das	62.50 Lacs	8% p.a.
2	M/s. Industrial Designs & Services Private Limited	100.00 Lacs	10% p.a.
3	M/s. Oricon Industries Private Limited	50.00 Lacs	10% p.a.

The Board considering the present/future requirements feels that in future also the company may avail Loan from the Promoter's. The Board assured the promoter's that when there will be any expansion of capital, that time they will be given an option to subscribe the capital of the company and their outstanding's including any of the promoter Group will be adjusted against the subscription amount upto and to the extent of Rs.10Cr. The Loan from the promoters group is subject to any future capital reduction or creditors arrangement as per provisions of the Companies Act, 2013.

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The Board noted that as on 30.06.2022 Rs. 2,12,50,000 outstanding in the Books of Accounts of the Company. Subject to the Approval of the Members, the Board decided to consider conversion of Loan of above said promoter and promoter's group.

The Statutory Auditor M/s. Pams & Associates – Chartered Accountants confirmed that as on 30.06.2022 the Company has accepted Loan and advances from above said promoter and promoter's group Rs. 2,12,50,000 as on 30.06.2022 and certificate for the same has been obtained from the auditor and is available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

The salient features of the Loan and advances of the promoter are herein Below. It may be noted that the existing loans of the promoter and any future Loans upto Rs 10CR will be part of any proposed scheme of demerger/arrangement and the Loan amount may be utilized in any future subscription in different ratio of shares in case of any demerger. This proposed loan and the loans already taken are not subject to any creditor's arrangement present or in future or for any compromise. The Term and Condition of the proposed Loan and Advances as Under:

1. The Loan and advances from promoters (Promoter's includes promoter group) upto Rs. 10/- crores of the Company to be used as subscription money in any future capital dilution or of any fresh issue of capital.
2. The Loan and advances from above said promoter and promoter's group upto Rs. 10 /- may be used for future allotment of any shares/Convertible warrants Upto 31.03.2025.
3. Utilisation of the Loan and Advances: The Loan was taken by the company on various occasions to meet with the Financial obligations (of all descriptions) of the Bank Loan, FI and meeting with working capital needs be considered as part of the object of any future issue.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution, save and except for the promoters.

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 Kuamr Das	26/01/1948	Financial Expertise, Strategy Development & Implementation, Knowledge of Power & Distribution Transformers Industry	51 Years	Managing Director	04/08/2018
Mr. Suryakanta Das	18/08/1943	Financial Expertise, Strategy Development & Implementation, Knowledge of Power & Distribution Transformers Industry	35 Years	Non-Executive Additional Director (Independent)	10/10/2021

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: 24th August, 2022

AMARNATH TRIPATHY
COMPANY SECRETARY



(ANNEXURE TO THE NOTICE FOR THE 40TH (FORTIETH) ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, 28TH DAY OF SEPTEMBER, 2022 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 **40th Annual General Meeting (AGM) to be held on Wednesday, 28th day of September, 2022** 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 Wednesday, 28.09.2022.

Notice of 40th AGM & Annual Report for the F.Y. 2021-22-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.

The Electronic Voting Particulars are set out below:

EVSN(E-Voting Sequence Number)	User ID	PAN / Sequence No.
		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, 24th September, 2022 from 10:00 a.m. (IST)	Tuesday, 27th September, 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, write an email to evoting@nsdl.co.in or contact NSDL on toll free number 1800 1020 990.

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

**PLACE : BHUBANESWAR
Date: 24th August, 2022**

**AMARNATH TRIPATHY
COMPANY SECRETARY**