

# ALFA TRANSFORMERS LTD

CIN: L31102OR1982PLC001151

Regd. Office: Plot No. 3337,

Mancheswar Industrial Estate

Bhubaneswar, 751010, Odisha, India

Tel No: 0674-2580484, 2581036

Email Id: info@alfa.in/sales@alfa.in/cs@alfa.in

URL: www.alfa.in

## NOTICE

**Notice is hereby given that an Extra-ordinary General Meeting of Members of Alfa Transformers Limited ('the Company') will be held on Monday, August 07, 2017 at 3PM at 3337, Mancheswar Industrial Estate, Mancheswar, Bhubaneswar-751017 to transact the following business:**

### Special Business:

#### Item No. 1: Issuance of Fully Convertible Warrants to entities belonging to Promoter and Non-Promoter category

**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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the stock exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot upto 8,80,000 (Eight Lakhs Eighty Thousand Only) fully convertible warrants ("Warrants") to be convertible at an option of the proposed allottees of Warrants ("Warrant holders") into equivalent number of equity shares, in one or more tranches of face value of Rs. 10/- (Rupees Ten only) each fully paid within a period of 18 (Eighteen) months from its allotment date ("Warrant Exercise Period") at an issue price of Rs. 25.13/- (Rupees Twenty Five and Thirteen paise) per warrant or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of the Warrants on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations to the below-mentioned persons belonging to Promoter and Non-Promoter Category."

Sl. No.	Name of the Proposed Allottees	Category	No. of warrants proposed to be allotted
1.	M/s. Galaxy Medicare Limited	Promoter Category	1,40,000
2.	M/s. Oricon Industries Private Limited	Promoter Category	2,00,000
3.	Shri Dillip Kumar Das	Promoter Category	1,00,000
4.	Shri Gopal Krishan Gupta	Non- Promoter Category	4,40,000
<b>Total</b>			<b>8,80,000</b>

**"RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, 2009, as amended up to date, for the determination of issue/exercise price of the Equity Shares is July 7, 2017 i.e. 30 days prior to the date of Extra- Ordinary General Meeting of members of company."

**“RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a)** The Proposed Allottees of Warrants shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant, in terms of the SEBI (ICDR) Regulations. The balance 75% of the, Issue Price shall be payable on or before the conversion of said Warrants into Equity Shares, within the Warrant Exercise Period;
- (b)** The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank accounts of the respective Proposed Allottees;
- (c)** Each Warrant shall entitle the Warrant Holder to apply for and obtain allotment of one Equity Share at any time after the date of allotment during the “Warrant Exercise Period”;
- (d)** In the event the Warrant Holder(s) does not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- (e)** The Warrants to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations;
- (f)** The Warrants so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- (g)** The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants;
- (h)** Allotment shall only be made in dematerialized form.”

**“RESOLVED FURTHER THAT** the equity shares proposed to be allotted upon conversion of Warrants shall rank pari passu in all the respect including as to dividend with the existing equity shares of the Company of face value of Rs. 10/- each.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

**By order of the Board of Directors  
For ALFA Transformers Limited**

**SD/-**

**Dillip Kumar Das  
(Chairman cum Managing Director)**

**Date: 05<sup>th</sup> July 2017**

**Place: Bhubaneswar**

## NOTES FOR MEMBER'S ATTENTION:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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.**
2. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Businesses under item No.1 of the Notice as set out above, are annexed hereto.
3. All the physical shareholders of the Company are requested to dematerialize their shares.
4. 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.
5. (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.
6. 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.
7. Trading in the equity shares of the company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the company's equity share is INE 209C01015.
8. The members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. 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, 12/1/5, Manoharpukur Road, Kolkata-700026.e- mail: mcssta@rediffmail.com
10. The names and address of the stock exchanges where-at the company's Share are listed, are given below:
  - a) BSE Limited,  
Phiroze JeeJeebhoi Tower, Dalal Street, Mumbai-400001
11. 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, though the e-voting services provided by CDSL, on the resolutions set forth in this Notice.

### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 4th August, 2017 from 10 am and ends on Sunday the 06th August, 2017 at 5 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31st July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ALFA TRANSFORMERS Ltd **EVSN Reference No: 170706007** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone 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.**
- (xx) **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](http://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 emailed 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to helpdesk.evoting@cdslindia.com.

**Other Instructions:**

- i. The e-voting period commence on Friday, 4th August, 2017 from 10 am and ends on Sunday the 06th August, 2017 at 5 pm. During this period, member of the company holding share either in physical form or in dematerialize form as on 31st July, 2017 may cast their vote electronically. The e-voting module shall be disabling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on on31st July, 2017.
- iii. Mr. Saroj Kumar Ray, Practicing Company Secretary (membership No: FCS 5098, CP No-3770), Partner of M/s. Saroj Ray & Associates, Company Secretaries, Bhubaneswar has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The scrutinizer, shall ,within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make scrutinizer’s report of the vote cast in favor or against, if any, forthwith to the chairman of the company.
- v. The results declared along with the scrutinizers report shall be placed on the company website [www.alfa.in](http://www.alfa.in) and with the website of CDSL within two days of passing of resolution at the EOGM of the company on 07<sup>th</sup> August, 2017 and communicated to the BSE Limited where the share of the company are listed.

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

**Item No. 1**

The Special Resolutions contained in the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 8,80,000 Fully Convertible Warrants(“Warrants”) convertible into equivalent number of equity shares of Rs. 10/- each, to the persons belonging to Promoter Category and Non- Promoter Category respectively, in terms of Chapter VII of SEBI(ICDR) Regulations, 2009 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on May 18, 2017.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009 and other applicable statues in relation to the proposed Special Resolution are given hereunder:

**A. The Objects of the issue through preferential offer**

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes, accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Warrants on Preferential basis.

**B. Intention of the Promoters, Directors or Key Managerial Personnel to Subscribe to the Proposed Preferential Issue:**

Mr. Dillip Kumar Das, being the Promoter cum Chairman and Managing Director of the Company has shown his interest in subscribing to the offer of the Company of upto 1, 00,000 Warrants.

Further, M/s Galaxy Medicare Limited and M/s Oricon Industries Private Limited , entities belonging to the Promoter Category have also shown their intent to prescribe 1,40,000 and 2,00,000 Warrants respectively.

**C. Shareholding Pattern of the Company Before and After the Preferential Issue of Equity Shares:**

The shareholding pattern of the Company giving the present position as on May 26, 2017 and after considering the proposed preferential issue of Warrants is provided hereunder:

Name of shareholders	Pre issue Shareholding Structure		No. Of Warrants Allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
	No of Shares	% of shares		No of Shares	%
<b>Promoter &amp; Promoter Group</b>					
<b>(1) Indian</b>					
(a) Individuals /HUF	1553607	22.34	100000	1653607	21.11
(b) Central Govt. /State Govt.		0.00		0	0.00
(c) Bodies Corporate	1941804	27.92	340000	2281804	29.12
(d) Financial Institutions /Banks		0.00		0	0.00
<b>Sub Total (A)(1)</b>	<b>3495411</b>	<b>50.26</b>	<b>440000</b>	<b>3935411</b>	<b>50.23</b>
<b>(2) Foreign</b>				0	0.00
(a) Individuals (NRIs/ Foreign Individuals)		0.00		0	0.00
(b) Bodies Corporate		0.00			0.00
(c ) Institutions		0.00		0	0.00
<b>Sub Total (A)(2)</b>		0.00		0	0.00
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>3495411</b>	<b>50.26</b>	<b>440000</b>	<b>3935411</b>	<b>50.23</b>
<b>Public</b>					
<b>B1) Institutions</b>					
Mutual Funds/ Foreign Portfolio Investors		0.00			0.00
Financial Institutions/ Banks		0.00		0	0.00
Foreign Venture Capital Investors		0.00			0.00
Insurance Companies		0.00			0.00
<b>Sub Total B1</b>		<b>0.00</b>		<b>0</b>	<b>0.00</b>
<b>B2) Central Government/ State Government(s)/ President of India</b>		0.00			0.00
<b>B3) Non-Institutions</b>		0.00			0.00
Individual share capital upto Rs. 2 Lacs	1211372	17.42		1211372	15.46
Individual share capital in excess of Rs. 2 Lacs	1650631	23.73	440000	2090631	26.68
NBFCs registered with RBI		0.00			0.00
<b>Any Other (specify)</b>		0.00			0.00
Trusts		0.00			0.00
Foreign Nationals		0.00			0.00
Hindu Undivided Family		0.00		0	0.00
Foreign Companies		0.00			0.00
Non Resident Indians (Non Repat)	204817	2.94		204817	2.61
Non Resident Indians (Repat)	320028	4.60		320028	4.08
Clearing Members		0.00		0	0.00
Bodies Corporate	72741	1.05		72741	0.93
<b>Sub Total B3</b>	<b>3459589</b>	<b>49.74</b>	<b>440000</b>	<b>3899589</b>	<b>49.77</b>
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>3459589</b>	<b>49.74</b>	<b>440000</b>	<b>3899589</b>	<b>49.77</b>
<b>C) Non Promoter - Non Public</b>					0.00
<b>C1) Shares Underlying DRs</b>	0	0.00		0	0.00
<b>C2)Shares Held By Employee Trust</b>		0.00			0.00
<b>TOTAL (A+B+C)</b>	<b>6955000</b>	<b>100</b>	<b>880000</b>	<b>7835000</b>	<b>100.00</b>

# The post shareholding structure may change depending upon any other corporate action in between.

**D. Proposed time within which the Preferential Issue shall be completed:**

Pursuant to Regulation 74(1) of the ICDR Regulations, the Warrants shall be allotted within a period of 15 days from



the date of approval of the Members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

**E. Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by them:**

S. No	Name of the Proposed Allottee	Category	Present Pre Issue Shareholding		Proposed No. Of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#		Ultimate Beneficial Owners
			Pre-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital	
1	M/s. Galaxy Medicare Limited	Promoter Group	639348	9.19	140000	779348	9.95	Dillip Das, Geetishree Das
2	M/s. Oricon Industries Private Limited	Promoter Group	621614	8.94	200000	821614	10.49	Deepak Kumar Das, Kiran Das
3	Shri Dillip Kumar Das	Promoter Group	1062806	15.28	100000	1162806	14.84	-
4	Shri Gopal Krishan Gupta	Non-Promoter	945882	13.60	440000	1385882	17.69	-

# The post shareholding structure may change depending upon any other corporate action in between.

**F. Consequential Changes in the Voting Rights and Change in Management:**

As a result of the proposed preferential issue of Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**G. Lock-in Period:**

- i. The Equity Shares to be allotted upon conversion of Warrants, to the persons belonging to Non- Promoter Group shall be subject to lock-in' for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii. The Equity Shares to be allotted upon conversion of Warrants, to the persons belonging to the Promoter Group, shall be subject to 'lock-in' for a period of 3(three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- iii. The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

**H. Issue Price and Relevant Date:**

In terms of Regulation 71 of SEBI ICDR Regulations, the Relevant Date has been reckoned as July 7, 2017, for the purpose of computation of issue price of the said Warrants.

The shares of the Company are presently listed on BSE Limited. However, since the Company's shares are infrequently traded, hence, the price is determined in accordance with the provisions of Regulations 76A of SEBI (ICDR) Regulations. Accordingly, the price comes out to be Rs. 25.13/- per warrant. The Company shall also submit a certificate as required under Regulation 76A of the SEBI ICDR Regulations with the stock exchanges where the Equity Shares of the Company are listed.

**I. Re-computation of Issue Price:**

As specified under the SEBI ICDR Regulations, wherever it is required, the Company shall re-compute/adjust the issue price of the Warrants to be allotted under the preferential issue in accordance with the SEBI ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottee within the time stipulated under the SEBI ICDR Regulations, the Equity Shares allotted to the proposed allottee(s) shall continue to be locked-in till the time such amounts are paid by them.

**J. Auditor's Certificate:**

The certificate from M/s A.K Sabat & Co, Chartered Accountants, being the Statutory Auditors of the Company

certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extraordinary General Meeting.

**K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.**

The Company, its promoters and its directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

**L. Report of registered Valuer:**

No report of registered Valuer is required for the offer, issue and allotment of the warrants Shares and Equity Shares arising on exercise of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

**M. Nature of Concern or Interest of Promoter/ Directors/ Key Managerial Personnel:**

Shri Dillip Kumar Das, being the promoter cum Chairman and Managing Director of the Company and M/s Oricon Industries Private Limited and M/s Galaxy Medicare Limited being the Promoter of the Company and proposed allottees to the Preferential Issue are interested in the Resolutions.

None of the other Directors or key managerial personnel or their relatives is in any way concerned or interested in the above referred Resolutions except to the extent of their shareholding.

**For Alfa transformers Limited**

**Dillip Kumar Das**  
**(Chairman cum Managing Director)**

**Date: 5<sup>th</sup> July 2017**

**Place: Bhubaneswar**



**ATTENDANCE SLIP**

**ALFA TRANSFORMERS LIMITED**

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

**Telephone: (0674) 2580484, 2581036**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders may obtain additional Attendance Slip at the Venue of the Meeting.

Folio No.

NAME AND ADDRESS OF THE MEMBER:

No.of Share(s) held :

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday 07th August, 2017 at 3PM at Plot No.3337, Mancheswar Industrial Estate, Bhubaneswar–751010.

Signature of **Member / Proxy**

(Name) .....

NOTE:

Please sign this attendance slip and hand it over at the verification counter of the Meeting Hall.

\*Applicable for investors holding shares in electronic form.



**PROXY FORM- MGT-11**

**[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**ALFA TRANSFORMERS LIMITED**

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

**Telephone: (0674) 2580484, 2581036**

**Extra Ordinary General Meeting-August, 7, 2017**

Name of the Member(s): -----

Registered Address: -----

Email id: -----

Folio No./DP ID-Client ID No.: -----

I/ We, being the member(s) of----- shares of the above named company, hereby appoint

1. Name:-----

Address: -----

Email id: -----

Signature: -----or failing him/her

2. Name:-----

Address: -----

Email id: -----

Signature: ----- or failing him/her

As my/our proxy to addend and vote (on a poll) for me /us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, 07th August, 2017 at 3pm At: Plot No.3337, Mancheswar Industrial Estate, Bhubaneswar–751010, the registered office of the Company and any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No	Description of Resolution	Vote		
		For	Against	Abstain
<b>Special Business</b>				
<b>Special Resolution</b>				
1	Issuance of Fully Convertible Warrants to entities belonging to Promoter and Non-Promoter category.			

Signed this-----day of-----, 2017

Affix  
Re.1/

Signature of Shareholder: -----Signature of First Proxy holder: -----

**NOTE:**

- 1. THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE AT PLOT NO.3337, MANCHESWAR INDUSTRIAL ESTATE, BHUBANESWAR–751010 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. For the Resolutions, Explanatory Statements and Notes, Please refer to the Notice of the Extra Ordinary General Meeting.

