

ALFA TRANSFORMERS LIMITED

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

CIN No.: L31102OR1982PLC001151;

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ALFA TRANSFORMERS LIMITED WILL BE HELD AT HOTEL THE NEW MARRION, BHUBANESWAR ON TUESDAY ON 1ST DAY OF MAY, 2018 AT 02:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

ITEM NO. 1 – AMENDEMENT IN ARTICLE 100 OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14, Section 161(3) and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to the Board to amend the existing Article 100 of Articles of Association of the Company as below:

“The Company may agree with any financial institutions, Company or any other authority, person, state or institution that in consideration of a loan or financial assistance of any kind whatsoever which may be rendered by it or pursuant to any agreement entered into with any of it, shall have the power to nominate such member or directors on the board of directors of the Company as may be agreed and from time to time remove and reappoint them and to fill in vacancy caused by such directors otherwise ceasing to hold office. Such nominated directors shall not be required to hold any qualification shares and shall not be liable to retire by rotation. The director appointed under this article is hereinafter referred to as “Nominee director” in these presents.”

The rights, powers and duties of a Nominee Director so appointed shall be governed by the agreement entered by the Company in this regard, to the extent it does not violate the provisions of the Act.”

ITEM NO. 2 – ISSUANCE OF 18,62,617 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended 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 uniform listing agreement entered into by the Company with the relevant 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**”), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, Reserve Bank 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 hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 18,62,617 (Eighteen Lacs Sixty Two Thousand Six Hundred and Seventeen) fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each for cash **at an issue price of Rs. 33/- (Rupees Thirty Three Only) per Equity Share** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations on such further terms and conditions as may be finalized by the Board of Directors, to the person belonging to Promoter and Non - Promoter Category (“**Proposed Equity Allottees**”), in the manner as follows:

Sr. No	Name of Allottees	Category	No. of Equity Sharers
1.	Dillip Kumar Das	Promoter	25000
2.	Deepak Kumar Das	Promoter	10000
3.	Debasis Das	Promoter	10000
4.	Subhasish Das	Promoter Group	23000
5.	Kiran Das	Promoter Group	25000
6.	Lopa Das	Promoter Group	25000
7.	Industrial Designs and Services Pvt. Ltd.	Promoter Group	100000
8.	Vijava Maheshwari	Non- Promoter	6000
9.	Vrinda Maheshwari	Non- Promoter	6000
10.	Sanjeev Kumar Jain	Non- Promoter	3000
11.	Sharda Gupta	Non- Promoter	2000
12.	SarlaJaiswal	Non- Promoter	2000
13.	Ashish Kumar Jaiswal	Non- Promoter	2000
14.	SunitaJaiswal	Non- Promoter	2000
15.	Dharmendra Kumar	Non- Promoter	2000
16.	Sarita Gupta	Non- Promoter	3000
17.	Shivam Singh	Non- Promoter	6000
18.	Amit Bhartia	Non- Promoter	151516
19.	Mukesh Kumar Chhaganlal	Non- Promoter	75758
20.	AbhayRao	Non- Promoter	75758
21.	HareshTikam Tharani	Non- Promoter	151516
22.	Alpana Mundra	Non- Promoter	151516
23.	Sushma Jain	Non- Promoter	37879
24.	Manoj Jain	Non- Promoter	37879
25.	Vaibhav Rao	Non- Promoter	151519
26.	Tricity Technologies Pvt. Ltd.	Non- Promoter	50000
27.	HarshvardhanHimatsingka	Non- Promoter	75758
28.	H.P. Singh	Non- Promoter	75758
29.	PunitKhanna	Non- Promoter	75758
30.	Nimish Shah	Non- Promoter	75758
31.	Ratnabali Investment Pvt. Ltd.	Non- Promoter	75758
32.	SumitSavaliya	Non- Promoter	50000
33.	MeenabenSavaliva	Non- Promoter	50000
34.	SandeshPandhare	Non- Promoter	30304
35.	AjeetKakkar	Non- Promoter	18182
36.	PoonamMunshiVyas	Non- Promoter	100000
37.	Puneet Gupta	Non- Promoter	100000
	Total		1862617

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations for the determination of issue price of Equity Shares is Wednesday, March 28, 2018.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof.
- (b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Equity Allottees from their respective bank accounts.
- (c) The pre-preferential shareholding of the Proposed Equity Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.
- (d) The Equity Shares so allotted to the Proposed Equity 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.
- (e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (f) Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Equity Allottees through private placement offer letter (in the format of Form PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/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 Equity Shares, utilization of issue proceeds, signing of all deeds, agreements and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 3 – ISSUANCE OF 16,74,488 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER & 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 all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) 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 offer, issue and allot upto 16,74,488 (Sixteen Lacs Seventy Four Thousand Four Hundred and Eighty Eight) **Fully Convertible Warrants (“Warrants”)** to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each for cash **at an issue price of Rs. 33/- (Rupees Thirty Three Only) 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 Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Promoter and Non - Promoter Category (“**Proposed Warrant Allottees**”), in the manner as follows:

S. No.	Name of Allottee	Category	No. of Warrants
1.	Dillip Kumar Das	Promoter	75000
2.	Debasis Das	Promoter	20000
3.	Subhasish Das	Promoter Group	10000
4.	Kiran Das	Promoter Group	20000
5.	Lopa Das	Promoter Group	20000
6.	Industrial Designs and Services Pvt. Ltd.	Promoter Group	150000
7.	Shreya Gupta	Non- Promoter	166000
8.	Himpushp Agriculture & Allied Services Pvt. Ltd.	Non- Promoter	530304
9.	Longview Research and Advisory Services Pvt. Ltd.	Non- Promoter	266667
10.	Tricity Technologies Pvt. Ltd.	Non- Promoter	165000
11.	Amarjit Singh	Non- Promoter	75758
12.	Ashish Sharma	Non- Promoter	30304
13.	Rajneesh Jain	Non- Promoter	45455
14.	Poonam Munshi Vyas	Non- Promoter	100000
		Total	16,74,488

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is Wednesday, March 28, 2018.

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

- Each Warrant held by the Proposed Warrant Allottees (“**Warrant Holder**”) shall entitle each of them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “**Warrant Exercise Period**”).
- The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
- Warrants so allotted 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.
- Warrants shall be issued and allotted by the Company only in dematerialized form.
- 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 account of the respective Proposed Warrant Allottees.
- In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Equity Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/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 Equity Shares, utilization of issue proceeds, signing of all deeds, agreements and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Place: Bhubaneswar
Date: 04.04.2018

By Order of the Board of Directors
For Alfa Transformers Limited

Debashish Dibyajyoti Deo
(Company Secretary)

NOTES FOR MEMBER'S ATTENTION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM SELF/ HER SELF AND THE PROXY (IES) NEED NOT BE A MEMBER OF THE COMPANY. PROXY (IES) IN ORDER TO BE EFFECTIVE MUST BE SIGNED, STAMPED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ANNEXED HERETO.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy holder shall carry his/her valid identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his/her identity.

2. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the Company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e voting are given in this Notice under Note No. 11.
4. A route map giving directions to reach the venue of the Extra Ordinary General Meeting is given at the end of the Notice.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members/Proxy are requested to bring their attendance slip to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
10. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

11. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with the Companies (Management and Administration) Amendment Rules, 2015 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The members shall refer to the detailed procedures on e-voting explained herewith.

II. The facility for voting through ballot paper shall also be made available at the EGM and Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. Procedure to cast vote electronically is as under:

(I) The shareholders should log on to the e-voting website www.evotingindia.com.

(II) Click on Shareholders.

(III) 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.

(IV) Next enter the Image Verification as displayed and click on Login.

(V) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then the existing password to be used.

(VI) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the e -voting form sent along with the copy of notice.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • 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 (III).

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for Alfa Transformers Limited. EVSN Reference No. 180407004 which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (A) The remote e-voting period begins on Saturday, 28th April, 2018 at 10:00 A.M. and ends on Monday, 30th April, 2018 at 5:00 P.M.**
- 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 Tuesday, 24th April, 2018, may cast their vote electronically. At the end of Remote e-voting period, the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (B)** Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 24th April, 2018 may follow the same instructions as mentioned above for e-Voting.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 24th April, 2018.
- (E) Members may send e-mail at sraconsultants@gmail.com / mcssta@rediffmail.com or any grievances connected with electronic means.
- (F) The Company has appointed Mr. Saroj Kumar Ray, Practicing Company Secretary (Membership No. FCS 5098, CP No. 3770), partner of M/s. Saroj Ray & Associates as the Scrutinizer for remote e-voting process and scrutinizing the voting through poll at the meeting in a fair and transparent manner.
- (G) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer,” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- (H) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the EGM to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith. The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.alfa.in and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to BSE Limited.

Place: Bhubaneswar
Date: 04.04.2018

By Order of the Board of Directors
For Alfa Transformers Limited

SD
Debashish Dibyajyoti Deo
(Company Secretary)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Special Resolution contained in Item No. 1 of the Notice, has been proposed pursuant to Section 14, Section 161(3) of the Companies Act, 2013, for altering Article 100 of the Articles of Association of the Company so as to authorize the Company to appoint Nominee Director(s) in it pursuant to any agreement entered into by the Company with any person in future.

Thus, the Board recommends the above resolution for your approval as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2 & 3

The Special Resolutions contained in Item No. 2 & 3 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 18,62,617 Equity Shares of Rs. 10/- each and 16,74,488 Fully Convertible Warrants convertible into equivalent number of Equity Shares to the persons belonging to Promoter and Non-Promoter Category 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 April 04, 2018.

The offer for the proposed allotments as mentioned above in Items 2 and 3 shall be made by way of a common offer letter to be issued to the Proposed Equity/Warrant Allottees.

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

I. Objects of the Issue

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, general corporate purpose and such other purpose as the Board may decide.

II. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

Sr. No	Name of Allottee	Category	No. of Equity Shares	No. of Warrants
1	Dillip Kumar Das	Promoter cum Managing Director	25000	75000
2	Debasis Das	Promoter cum Whole Time Director	10000	20000
3	Deepak Kumar Das	Promoter cum Whole Time Director	10000	0
4	Subhasish Das	Promoter Group	23000	10000
5	Kiran Das	Promoter Group	25000	20000
6	Lopa Das	Promoter Group	25000	20000
7	Industrial Designs and Services Pvt. Ltd.	Promoter Group	100000	150000

III. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to promoters and non promoters is likely to be as follows:

ALFA TRANSFORMERS LIMITED								
Name of shareholders	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding		No. Of Warrants To be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No of Shares	%		No of Shares	%		No of Shares	%
Promoter & Promoter Group								
(1) Indian								
(a) Individuals /HUF	1653762	22.36	118000	1771762	19.14	145000	1916762	17.80
(b) Central Govt. /State Govt.	-	-	-	-	-	-	-	-
(c) Bodies Corporate	2141804	28.96	100000	2241804	24.22	150000	2391804	22.22
(d) Financial Institutions /Banks	-	-	-	-	-	-	-	-
Sub Total (A)(1)	3795566	51.33	218000	4013566	43.35	295000	4308566	40.02
(2) Foreign								
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	3795566	51.33	218000	4013566	43.35	295000	4308566	40.02
Public								
B1) Institutions								
Mutual Funds/	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-
Sub Total B1	-	-	-	-	-	-	-	-

B2) Central Government/ State Government(s)/ President of India								
B3) Non-Institutions								
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1145237	15.49		1145237	12.37	0	1145237	10.64
Individual share capital in excess of Rs. 2 Lacs	1751263	23.68	1518859	3270122	35.32	251517	3521639	32.71
NBFCs registered with RBI	-	-	-	-	-	-	-	-
Any Other (specify)	702934	9.506	125758	828692	8.951461 267	961971	1790663	16.63
Non Resident Indians with Repat	102917	1.39		102917	1.11		102917	0.96
NRI without Repat	205317	2.78		205317	2.22		205317	1.91
Bodies Corporate	394700	5.34	125758	520458	5.62	961,971	1482429	13.77
Sub Total B3	3599434	48.67	1644617	5244051	56.65	1213488	6457539	59.98
Total Public Shareholding B=B1+B2+B3	3599434	48.67	1644617	5244051	56.65	1,213,488	6457539	59.98
C) Non Promoter - Non Public	-	-	-	-	-	-	-	-
TOTAL (A+B+C)	7395000	100.00	1862617	9257617	100.00	1674488	10766105	100.00

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

IV. Proposed time limit within which the allotment shall be complete:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Equity Allottees and Proposed Warrant Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 2 and 3.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

V. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Equity Allottee and Warrant Allottee & the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Present Pre Issue Shareholding		Proposed No. Of Equity Shares Allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		Proposed No. Of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#		Ultimate Beneficial Owner
		Pre-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital	
Dillip Kumar Das	Promoter Group	1162961	15.73	25000	1,187,961	12.83	75000	1,262,961	11.73	N.A.
Deepak Kumar Das	Promoter Group	57000	0.77	10000	67,000	0.72	0	67,000	0.62	N.A.
Debasis Das	Promoter Group	121683	1.65	10000	131,683	1.42	20000	151,683	1.41	N.A.
Subhasish Das	Promoter Group	41659	0.56	23000	64,659	0.70	10000	74,659	0.69	N.A.
Kiran Das	Promoter Group	12390	0.17	25000	37,390	0.40	20000	57,390	0.53	N.A.
Lopa Das	Promoter Group	5990	0.08	25000	30,990	0.33	20000	50,990	0.47	N.A.
Industrial Designs & Services (P) Ltd.	Promoter Group	680842	9.21	100000	780,842	8.43	150000	930,842	8.65	Mr. Dillip Kumar Das
Shreya Gupta	Non-Promoter	0	0	0	0	0	166000	166000	1.5	N.A.
Vijaya Maheshwari	Non-Promoter	0	0.00	6000	6,000	0.06	0	6,000	0.06	N.A.
Vrinda Maheshwari	Non-Promoter	0	0.00	6000	6,000	0.06	0	6,000	0.06	N.A.
Sanjeevkumar Jain	Non-Promoter	0	0.00	3000	3,000	0.03	0	3,000	0.03	N.A.
Sharda Gupta	Non-Promoter	100	0.00	2000	2,100	0.02	0	2,100	0.02	N.A.
Sarla Jaiswal	Non-Promoter	0	0.00	2000	2,000	0.02	0	2,000	0.02	N.A.
Ashish Kumar Jaiswal	Non-Promoter	0	0.00	2000	2,000	0.02	0	2,000	0.02	N.A.
Sunita Jaiswal	Non-Promoter	0	0.00	2000	2,000	0.02	0	2,000	0.02	N.A.
Dharmendra Kumar	Non-Promoter	0	0.00	2000	2,000	0.02	0	2,000	0.02	N.A.
Sarita Gupta	Non-Promoter	0	0.00	3000	3,000	0.03	0	3,000	0.03	N.A.
Shivam Singh	Non-Promoter	0	0.00	6000	6,000	0.06	0	6,000	0.06	N.A.
Himpushp Agriculture & Allied Services Pvt Ltd	Non-Promoter	0	0.00	0	-	-	530304	530,304	4.93	Mr. AtimKabra
AmitBhartia	Non-Promoter	0	0.00	151516	151,516	1.64	0	151,516	1.41	N.A.

Longview Research and Advisory Services Pvt. Ltd.	Non-Promoter	0	0.00	0	-	-	266667	266,667	2.48	Mr. Vipin Aggarwal
Mukesh Kumar Chhaganlal	Non-Promoter	0	0.00	75758	75,758	0.82	0	75,758	0.70	N.A.
AbhayRao	Non-Promoter	0	0.00	75758	75,758	0.82	0	75,758	0.70	N.A.
Haresh Tikam Tharani	Non-Promoter	0	0.00	151516	151,516	1.64	0	151,516	1.41	N.A.
AlpanaMundra	Non-Promoter	0	0.00	151516	151,516	1.64	0	151,516	1.41	N.A.
Sushma Jain	Non-Promoter	0	0.00	37879	37,879	0.41	0	37,879	0.35	N.A.
Manoj Jain	Non-Promoter	0	0.00	37879	37,879	0.41	0	37,879	0.35	N.A.
VaibhavRao	Non-Promoter	0	0.00	151519	151,519	1.64	0	151,519	1.41	N.A.
Tricity Technologies Pvt. Ltd	Non-Promoter	0	0.00	50000	50,000	0.54	165000	215,000	2.00	Mr. Rahul Gupta
Harshvardhan Himatsingka	Non-Promoter	0	0.00	75758	75,758	0.82	0	75,758	0.70	N.A.
H. P. Singh	Non-Promoter	0	0.00	75758	75,758	0.82	0	75,758	0.70	N.A.
Punitkhanna	Non-Promoter	0	0.00	75758	75,758	0.82	0	75,758	0.70	N.A.
Nimish Shah	Non-Promoter	0	0.00	75758	75,758	0.82	0	75,758	0.70	N.A.
Ratnabali Investment Pvt. Ltd	Non-Promoter	0	0.00	75758	75,758	0.82	0	75,758	0.70	Mr. Vinod Somani
SumitSavaliya	Non-Promoter	0	0.00	50000	50,000	0.54	0	50,000	0.46	N.A.
MeenabenSavaliya	Non-Promoter	0	0.00	50000	50,000	0.54	0	50,000	0.46	N.A.
SandeshPandhare	Non-Promoter	0	0.00	30304	30,304	0.33	0	30,304	0.28	N.A.
Amarjit Singh	Non-Promoter	0	0.00	0	-	-	75758	75,758	0.70	N.A.
Ashish Sharma	Non-Promoter	599	0.01	0	599	0.01	30304	30,903	0.29	N.A.
Rajneesh Jain	Non-Promoter	0	0.00	0	-	-	45455	45,455	0.42	N.A.
Ajeetkakkhar	Non-Promoter	0	0.00	18182	18,182	0.20	0	18,182	0.17	N.A.
PoonamMunshi Vyas	Non-Promoter	0	0.00	100000	100,000	1.08	100000	200,000	1.86	N.A.
Puneet Gupta	Non-Promoter	0	0.00	100000	100,000	1.08	0	100,000	0.93	N.A.
TOTAL				1862617			1674488			

I. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the 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.

II. Lock-in Period:

The Equity Shares and Warrants to be allotted on a preferential basis to the persons belonging to Promoter and Non- Promoter Group shall be subject to lock-in' in accordance with Regulation 78 of the SEBI ICDR Regulations.

III. Issue price and relevant date:

In terms of Regulation 76 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Wednesday, March 28, 2018 for the purpose of computation of issue price of the said Equity Shares and Warrants.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at BSE. Therefore, in terms of Regulation 76(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 33/- per Share/ Warrant.

IV. Re-computation of Issue Price:

The Board of Directors of the Company undertake that:

Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

V. Auditor's Certificate:

The certificate from M/S. PAMS & Associates, 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.

VI. 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.

VII. Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares, Warrants 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.

VIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Directors/KMP are interested in this resolution to the extent of shares/warrants offered to them or their associates and relatives.

The Board of Directors recommends the resolutions as set out in item no.2 and 3 of this notice for the issue of Equity Shares and Warrants, on a preferential basis, to the persons belonging to the promoter category and non- promoter category by way of Special Resolution.

Place: Bhubaneswar
Date: 04.04.2018

By Order of the Board of Directors
For Alfa Transformers Limited

SD
Debashish Dibyajyoti Deo
(Company Secretary)

ALFA TRANSFORMERS LIMITED
Regd. Office :Plot No. 3337, Mancheswar Industrial Estate,
Bhubaneswar, Orissa-751017
CIN No.: L31102OR1982PLC001151;
Ph:0674-2580484 / 2581036 ; Fax:0674-2580495;
; e-mail:info@alfa.in;

EXTRA ORDINARY GENERAL MEETING ON TUESDAY ,MAY 01, 2018

Proxy form

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

Name of the Member(s):
Registered address:

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

I/We, being the Member holding shares of the above named company, hereby appoint

1. Name: Address:
E-mail Id:Signature:, or failing him

2. Name: Address:
E-mail Id:Signature:, or failing him

as my/our proxy to attend 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 Tuesday on 1st day of May, 2018 at 02:00 P.M atand at any adjournment thereof in respect of such resolutions as are indicated below:

S.No. Resolution For Against 1.Amendment in Article 100 of Articles of Association of the Company

2.Issuance of 18,62,617 Equity Shares on preferential basis to the persons belonging to Promoter and Non-Promoter Group

3.Issuance of 16,74,488 Warrants on preferential basis to the persons belonging to Promoter and Non-Promoter Group

Signed this..... day of..... 2018
Signature of shareholder
Signature of Proxy holder(s)

Affix revenue stamp of Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
3. Please complete all details including details of members(s) in above box before submission

ALFA TRANSFORMERS LIMITED
Regd. Office : Plot No. 3337, Mancheswar Industrial Estate,
Bhubaneswar, Orissa-751017
CIN No.: L31102OR1982PLC001151;
Ph:0674-2580484 / 2581036 ;Fax: 0674-2580495 ;
; e-mail:info@alfa.in;

ATTENDANCE SLIP

DP ID* Folio. No.....
Client ID* No. of Shares held

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name(s) in full ,Father/husband's Name &Address as Registered with the Company

1.....

2.....

/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Tuesday, the 1st day of May, 2018 at 02.00 P.M. at Hotel The New Marrion, Bhubaneswar.

Signature of the shareholder(s)/Proxy holder (s)

1..... 2.....

Notes : Members/Proxy holders are requested to produce the attendance slip in original duly signed and complete in all respect for admission to the meeting hall.

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING

Route Map to the venue of the Extra Ordinary General Meeting

