

## *Annual Report 2016*

<b>BOARD OF DIRECTORS</b>	Mr. Dillip Kumar Das Mr. Deepak Kumar Das Mr. Debasis Das Mrs. Sujita Patnaik Mr. S.K.Nanda Dr. N. C. Pal Mr. Sambit Mohanty Mr.Niranjan Mohanty Mr.B.N.R.Patnaik	Chairman & Managing Director Whole-time Director (Finance)&CFO Whole-time Director (Marketing) Non-Executive Non- Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director
<b>COMMITTEES OF THE BOARD</b>	Audit Committee Stakeholders Grievance and Relationship Committee Nomination and Remuneration Committee	
<b>STATUTORY AUDITORS</b>	M/s. A. K.Sabat & Co Chartered Accountants A/348, Sahid Nagar Bhubaneswar -751007	
<b>INTERNAL AUDITORS :</b>	M/s. Goutam Lenka & Co. 101, Bijayaram Villa, Block A, Ground Floor, 491, Nageswar Tangi, Vivekanand Marg, Bhubaneswar - 751 002	
<b>SECRETARIAL AUDITOR :</b>	M/s Saroj Ray & Associates, Company Secretaries, Plot No.N-6/215,IRC Village, Bhubaneswar-751015.	
<b>COST AUDITOR :</b>	M/s S.S. Sonthalia & Co, Cost Accountant, Plot No:395/4688 & 172/4689 Padmavati Vihar, Sailashree Vihar Bhubaneswar-7510021	
<b>COMPANY SECRETARY</b>	Krishna Panda	
<b>BANKERS</b>	a) State Bank of India, Commercial Branch, IDCOL House (Ground Floor), Unit –II, Ashok Nagar, Bhubaneswar -751001 b) Axis Bank Limited, Satyangar, Bhubaneswar.	
<b>REGISTERED OFFICE</b>	Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar –751010	
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	M/s MCS Share Transfer Agent Limited, 12/1/5,Manoharpukur Road, Kolkata-700026 Phone: 4072-4051 to 53, Fax: 4072-4054 e-mail:mcssta@rediffmail.com	
<b>LISTING</b>	BSE Limited	
<b>ISIN</b>	INE209C01015	
<b>CIN</b>	L31102OR1982PLC001151	



ALFA TRANSFORMERS LIMITED

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### **34th Annual General Meeting**

**On Wednesday, The 28th September, 2016 At 11.30 A.M.**

**At Hotel "The New Marrison", 6 , Janpath, Bhubaneswar - 751007**

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## NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the members of Alfa Transformers Limited will be held on Wednesday the 28th day of September, 2016 at The New Marriion, Bhubaneswar at 11.30 A.M., to transact the following business.

### ORDINARY BUSINESS :

1. **To consider and adopt the Audited Balance Sheet as at 31st March 2016, the Statements of Profit & Loss, Cash Flow Statement for the year ended on that date, notes on accounts and the reports of the directors and auditors thereon.**

2. **To appoint a Director in place of Mr. Deepak Kumar Das (DIN: 00402984), who retires by rotation and being eligible offers himself for re-appointment**

3. **To Re-appoint 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, if any of Companies Act, 2013 including any statutory modification or re-enactment therefore for the time being in force, M/s A.K. Sabat & Co, Chartered Accountants, Bhubaneswar (FRN: 321012E) be and are hereby re-appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General meeting to till the conclusion of the next Annual General meeting of the company with a remuneration fixed at Rs. 2,00,000 (Rupees Two Lakhs Only).”

### SPECIAL BUSINESS:

4. **To Consider and if thought fit to fix salary, perquisites and other allowances of Chairman & Managing Director & other Whole-time-Directors and pass with or without modifications the following resolution as an Ordinary resolution:**

“RESOLVED THAT in accordance with the provision of Sec 196,197, 203 read with schedule V and other applicable provisions, if any, of the Companies Act 2013 or any statutory modifications or re-enactment there-of and subject to other approvals as may be necessary, consent of the company be and is hereby accorded for fixation of annual salary perquisites and other allowances etc. of Sri Dillip Kumar Das, Chairman & Managing Director, Sri Deepak Kumar Das & Sri Debasis Das, Whole Time Directors of the Company with effect from 1st day of April 2016 for two years as per details given hereunder:

#### A) ANNUAL SALARY & PERQUISITES (in Lakhs)

Name	Salary	Perquisites & Allowances
DILLIP KUMAR DAS,CMD	13.80	1.20
DEEPAK KUMAR DAS, Whole time Director	7.20	0.80
DEBASIS DAS, Whole time Director	7.20	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.

#### B) COMMISSION/PERFORMANCE BONUS

Performance Bonus/Commission @3% of Net Profit for CMD and @1.5% of net profit for Whole time Directors for each Financial Year or part there-of, computed in the manner as prescribed under Sections 197, 203 and other applicable provisions of the Companies Act 2013 read with Schedule V to the Act as may for the time being in force.

#### C) 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.

#### D) MINIMUM REMUNARATION

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director / Whole time Director, the payment of salary, commission & perquisites shall be governed by the limits prescribed under Part-II of Section-II of Schedule V of the Companies Act, 2013 as may for the time being in force.

#### E) GENERAL

- 1) The Managing Director and the Whole time Director will perform their respective duties as such with regard to all work of the Company and they will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole time Director will be under the overall authority of the Managing Director.
- 2) The Managing Director and the whole time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3) The Managing Director and the Whole time Directors shall adhere to the Company's code of Business Conduct & Ethics for Directors and Management personnel.

**5. To ratify the remuneration of the Cost Auditors for the financial year 2016-17 and in this regard to consider and if thought fit, to pass with or without modification(s), the**



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### following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (“the Act”) the Cost Auditors M/s. S. S. Sonthalia & Co., Cost Accountants, Bhubaneswar, appointed by the Board of Directors of the company, to conduct the audit of the cost records of the company for the financial year 2016-17 at a remuneration of Rs 35,000/- plus service tax be and is hereby ratified.”

6. **To approve the Increase borrowing limit in excess of paid up capital and free reserves to an extent of Rs 50 crores and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:**

“**RESOLVED THAT** in supersession of earlier resolution passed by the shareholders of the Company in fourteenth Annual General Meeting held on 14th March 2006 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles Of Association of the Company, the Consent of the Company be and is hereby accorded to borrow any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether, movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 50,00,00,000/- (Rupees Fifty Crores only).”

7. **Conversion of secured or unsecured loan to equity share capital of the company:**

**To consider and, if thought fit, to pass with or without modification(s) the following resolution as a special resolution:**

**RESOLVED THAT** as per the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, if any, the consent of the members be and is hereby accorded for conversion of the loans, whether secured or unsecured into the equity share capital of the Company, granted or to be granted to the Company by the persons/entities belonging to the Promoters and Promoters’ Group, in such manner and on such terms and conditions as may be agreed upon between the Board of Directors and such person(s)/entity(ies).

**RESOLVED FURTHER THAT** the equity shares of the Company to be allotted upon conversion of the Loan as stated hereinabove, shall be subject to the provisions of the Memorandum and

Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of the Company.

**RESOLVED FURTHER THAT** the Directors of the company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.

8. **Preferential Allotment of Equity Shares and Warrants convertible into Equity Shares to an entity belonging to promoter category and person belonging to 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 **7,30,588** Equity Shares (Seven Lakh Thirty Thousand Five Hundred Eighty Eight) of face value of Rs. 10/- (Rupees Ten only) each fully paid-up at an issue price of **Rs. 22/-** (Rupees Twenty Two only) or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, **whichever is higher** and upto **4,15,294** (Four Lakh Fifteen Thousand Two Hundred Ninety Four) fully convertible warrants (“Warrants”) to be convertible at the option of 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

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price of Rs. 22/- per share or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, **whichever is higher** 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 or other applicable laws to the persons belonging to Promoter and Non-Promoter Category.

**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 August 29, 2016, i.e. 30 days prior to the date of extra ordinary general meeting of members of company.

**RESOLVED FURTHER THAT** aforesaid issue of Equity Shares and Warrants 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, on or before the date of allotment thereof and 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 Equity Shares, 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 Equity Shares and 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 Equity Shares and 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) The consideration for allotment of Equity Shares, Warrants and Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank accounts of the respective Proposed Allottees; and
- (i) Allotment shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** the equity shares proposed to be allotted and so allotted upon conversion of Warrants shall rank paripassu 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 the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and warrants and listing thereof with the Stock Exchanges as appropriate, to decide and approve the other terms and conditions of the issue of the aforesaid equity shares and warrants, to vary, modify or alter any of the terms and conditions, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/ Officers of the Company(as it may consider appropriate) to give effect to the aforesaid resolution."

### 9. Preferential Allotment of Equity Shares and Equity Warrants to an entity belonging to 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 for the conversion of Unsecured Loan into the Share Capital 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



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accorded to the Board to create, offer, issue and allot, in one or more tranches **2,15,000** Equity Shares (Two Lakhs Fifteen Thousand) of face value of Rs. 10/- (Rupees Ten only) each fully paid-up at an issue price of Rs. **22/-** (Rupees Twenty Two only) or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, **whichever is higher** and upto **2,34,118** (Two Lakh Thirty Four Thousand One Hundred Eighteen) fully convertible warrants each convertible into equity in one or more tranches of face value of Rs. 10/- (Rupees Ten only) each fully paid-up within a period of 18 (Eighteen) months from its allotment date ("Warrant Exercise Period") at an issue price of Rs. **22/-** (Rupees Twenty Two only) or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, whichever is higher 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 or other applicable laws to M/s Oricon Industries Pvt. Ltd, an entity belonging to Promoter Category ("Proposed Allottee").

**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 August 29, 2016, i.e. 30 days prior to the date of extra ordinary general meeting of members of company.

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

- a. The outstanding unsecured loan held in the name of proposed allottee shall be adjusted against the allotment of Equity Shares and Warrant, meaning thereby an amount required to be paid against the payment of equity shares and an amount equivalent to 25 per cent of the issue price of the Warrants shall be set off from the outstanding unsecured loan at the time of subscription of Equity Shares and/or Warrants.
- b. Upon exercise of the right to subscribe for Equity Shares at any time during the "Warrant Exercise Period", the proposed allottee shall be liable to make the payment of balance sum, being 75 per cent of the issue price, towards subscription to each Equity Share, as may be applied. Against the conversion of warrants, the amount shall be adjusted / set off from the outstanding unsecured loan standing in the name of proposed allottee in the Company and rest amount will be infused by the said proposed allottees at the time of conversion of Warrants.
- c. In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and 25% subscription amount paid on the Warrants pursuant to the adjustment of outstanding unsecured loan shall stand forfeited.
- d. The Equity Shares and Warrants so allotted to the Proposed Allottee 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 and 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 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, and
- g. Allotment shall only be made in dematerialized form.

**RESOLVED FURTHER THAT** the equity shares proposed to be allotted and so allotted upon conversion of Warrants shall rank paripassu 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 the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and warrants and listing thereof with the Stock Exchanges as appropriate, to decide and approve the other terms and conditions of the issue of the aforesaid equity shares and warrants, to vary, modify or alter any of the terms and conditions, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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### NOTES FOR MEMBER'S ATTENTION :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Businesses under item No.4 to 9 of the Notice as set out above, are annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 22nd September, 2016 to Wednesday the 28th September, 2016 (both days inclusive) in terms of provisions of section 91 of the Companies Act, 2013.
4. The Company had declared Dividend @10% i.e. Re.1/- per equity shares of the Company for the Financial Year 2008-2009 and 2009-10 in the 27th & 28th Annual General Meeting held on 30th July, 2009 and 6th August, 2010 respectively. All the equity shareholders of the Company are requested to contact the Company/ Share Transfer Agent i.e. M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road,

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- Kolkata-700026 for payment of their dividend amount, if they have not been paid. The un-paid dividend for the Financial Year 2008-09 and 2009-10 as on 31.03.2016 are Rs. 184122 & Rs.143796 respectively.
- Members are requested to note that if dividends are not encashed or claimed within seven years from the date of transfer to the Company's Un-paid Dividend Account as per Section 124 of the Companies Act, 2013, the remaining amount will be transferred to the Investor Education and Protection Fund.
- The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividends. As per the recent RBI guidelines, effective from September 30, 2009, ECS credit will be moved completely on National Electronic Clearance System (NECS) platform through core banking system. Accordingly, dividend will be credited to the shareholders' bank account through NECS where complete core banking details are available with the Company. In the event any branch of a Bank has not migrated to core banking system, or where the core banking account number is not furnished by the shareholder to the Depository/Company as the case may be, the Company will print the details available in its records on the dividend warrants to be issued to the shareholders. The Company is complying with SEBI's directive in this regard.
- 5 All the physical shareholders of the Company are requested to dematerialize their shares.
- 6 Non-Resident Indian Shareholders are requested to inform Share Transfer Agent immediately:
- The change in the residential status on return to India for Permanent Settlement.
  - The particulars of NRE Account with Bank in India, if not furnished earlier.
- 7 (a) Members are requested to notify immediately any change of address:
- to their Depository participants (DPs) in respect of their electronic share accounts; and
  - 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.
- 8 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.
- 9 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.
- 10 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.
- 11 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.
- 12 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
- 13 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-400001
- 14 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:**
- The voting period begins on Sunday, 25th September 2016, 9.00 am and ends on Tuesday, 27th September 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on Shareholders.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - 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.



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(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>	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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>
<b>Dividend Bank Details</b>	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.
<b>OR</b>	
<b>Date of Birth / DOB</b>	<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: 160817037 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 on or after 30th June 2016. 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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com).

### **Other Instructions :**

- The e-voting period commence on Sunday, 25th September 2016 (9.00 a. m.) and ends on Tuesday, 27th September 2016 (5.00 p.m.). During this period, member of the company holding share either in physical form or in dematerialize form as on 21.09.2016 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.
- The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on 21.09.2016.



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- 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 and with the website of CDSL within two days of passing of resolutions at the 34th AGM of the company on 28th September 2016 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. 4 :** As the company has inadequate profits, 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. 5 :** As per provisions of Section 148 and all other applicable provisions of the Companies Act 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act") the Cost Auditors M/s. S. S. Sonthalia & Co., Cost Accountants, Bhubaneswar has been retained for the FY 2016-17 and their remuneration is fixed at Rs 35,000.

**Item No. 6 :** As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company.

The shareholders of the Company had by an ordinary resolution passed in Annual General Meeting held on 14th March 2006 authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.20 crores, for the business of the company. However, keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution; Hence, the Special Resolution at Item No. 6 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary

course of business) from time to time on behalf of the Company not exceeding Rs. 50 crores is intended for this purpose.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**Item No. 7** The Company was going through a financial deficit and due to acute shortage of funds for carrying out day to day affairs of the business, the Company approached M/s Oricon Industries Pvt. Ltd, an entity belonging to the Promoter Group, for providing an unsecured loan amounting to Rs. 1,00,00,000/- to facilitate the Company to meet the day to day affairs for continuing smoothen business operations.

On account of above mentioned reason, M/s Oricon Industries Pvt. Ltd extended unsecured loan to the Company.

Now, the Board of Directors in their meeting held on August 12, 2016 has considered and approved the proposal of conversion of unsecured loan into the Equity Share Capital of the Company and accordingly set forth the resolution at Item No. 6 for seeking shareholders' approval via special resolution

None of the Directors and Key managerial personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

### Item No. 8 and 9

#### Purpose of the allotment

In order to finance the short term and long term working capital requirement for the next 2-3 years and at the same time financing the long term working capital requirement for meeting general corporate purposes, the Board of Directors of the Company has been exploring various options for raising funds.

The Board of Directors in their meeting held on 12th August, 2016 has considered the need for further fund infusion into the Company and conversion of existing unsecured loan extended by M/s Oricon Industries Pvt. Ltd, an entity belonging to the Promoter Group. Accordingly, the Board of Directors approved the proposal of preferential issue of Equity Shares and Warrants to the persons belonging to the Promoter and Non-Promoter Group in compliance with the provisions of SEBI ICDR Regulations, 2009 and other applicable statutes.

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 as set out at Item No. 8 & 9 are given hereunder:

#### A. Object of the Preferential Issue of Equity Shares and fully convertible warrants:

The object of the issue is to finance the short term and long term working capital requirement of the business and at the same time convert the unsecured loan as extended by an entity belonging to the Promoter Group for working capital requirements into Equity Share Capital of the Company.



## ALFA TRANSFORMERS LIMITED

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

None of the directors or key managerial personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares.

However, to meet the object of the issues M/S Oricon Industries Private Limited and M/s Galaxy Medicare Limited, entities belonging to the Promoter Category have shown their intent to prescribe 3,00,000 Equity Shares and 3,15,294 Warrants.

### 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 July 29, 2016 and after considering the proposed preferential issue of Equity Shares is provided hereunder:

Name of shareholders	Pre issue Shareholding Structure		No. of Equity shares to be allotted	Post issue Shareholding Structure#		No. of Warrants shares to be allotted	Shareholding Structure post conversion of warrants#	
	No of Shares held	% of shares	Share allotted	No of Shares held	% of shares	Warrant Allotted	No of Shares held	% of shares
Promoter & Promoter Group								
(1) Indian								
(a) Individuals /HUF	1553607	28.99	0	1553607	24.64	0	1553607	22.34
(b) Central Govt. /State Govt.	-	-	-	-	-	-	-	-
(c) Bodies Corporate	1292686	24.11	315000	1607686	25.50	334118	1941804	27.92
(d) Financial Institutions /Banks	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>2846293</b>	<b>53.10</b>	<b>315000</b>	<b>3161293</b>	<b>50.13</b>	<b>334118</b>	<b>3495411</b>	<b>50.26</b>
(2) Foreign	-	-	-	-	-	-	-	-
(a) Individuals (NRIs/ Foreign)	-	-	-	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-	-	-	-
(c ) Institutions	-	-	-	-	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>2846293</b>	<b>53.10</b>	<b>315000</b>	<b>3161293</b>	<b>50.13</b>	<b>334118</b>	<b>3495411</b>	<b>50.26</b>
(B) Non Promoters' Shareholding								
Institutional Investors	-	-	-	-	-	-	-	-
Financial Institutions/Banks/Foreign Bodies Corporate	-	-	-	-	-	-	-	-
Non-Institutions:								
(a) Bodies Corporate	107022	2.00	0	107022	1.70	0	107022	1.54
(b) (i) Individual holding nominal share capital up to Rs. 2 Lacs	1197416	22.34	0	1197416	18.99	0	1197416	17.22
(ii) Individual holding nominal share capital in excess of Rs 2 Lacs	658691	12.29	630588	1289279	20.45	315294	1604573	23.07
(c) Any Other –								
(i) Clearing Members	-	-	-	-	-	-	-	-
(ii) Foreign Bodies corporate	-	-	-	-	-	-	-	-
(iii) Trusts	20239	0.38	0	20239	0.32	0	20239	0.29
(iv) Non Resident Indians	530339	9.89	0	530339	8.41	0	530339	7.63
(v) Non Resident Indians (Repat)	-	-	-	-	-	-	-	-
(vi) Non Resident Indians (Non Repat)	-	-	-	-	-	-	-	-
(vii) HUF	-	-	-	-	-	-	-	-
(viii) Directors & their relatives	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)</b>	<b>2513707</b>	<b>46.90</b>	<b>630588</b>	<b>3144295</b>	<b>49.87</b>	<b>315294</b>	<b>3459589</b>	<b>49.74</b>
<b>TOTAL (A+B)</b>	<b>5360000</b>	<b>100.00</b>	<b>945588</b>	<b>6305588</b>	<b>100.00</b>	<b>649412</b>	<b>6955000</b>	<b>100.00</b>

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

## Annual Report 2016

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

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment proposed allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolutions at Item No. 8 and 9.

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.

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

Name of Proposed Allottee(s)	Category	Pre-issue share holding		Allotment	Post issue Shareholding #		No. of Warrants allotted	Post issue Shareholding#	
		No. of Equity Shares	%		No. of Equity Shares	%		No. of Equity Shares	%
Oricon Industries Pvt. Limited	Promoter	172496	3.22	215000	387496	6.15	234118	621614	8.94
Galaxy Medicare Ltd.	Promoter	439348	8.20	100000	539348	8.55	100000	639348	9.19
G. K. Gupta	Non Promoter	0	0.00	630588	630588	10.00	315294	945882	13.60

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

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 is as follows:

Name of proposed allottee(s)	Details of Ultimate Beneficial Owners
Oricon Industries Private Limited	Deepak Kumar Das, Kiran Das
Galaxy Medicare Limited	Dillip Das, Geetishree Das

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

As a result of the proposed preferential issue of Equity Shares and 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:

Pre-preferential allotment holding of Equity Shares, non-disposal of Equity Shares and lock-in period of the Equity Shares:

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

### H. Issue Price and Relevant Date:

The Relevant Date on the basis of which the price of the issue of Equity shares and Warrants has been calculated is August 29, 2016 i.e. 30 days prior to the date of Annual General Meeting.

It is proposed to issue Equity Shares and Warrants at an issue price of Rs. 22/- per Equity Share or such other price as may be determined on Relevant Date in compliance with the provisions of Chapter VII of SEBI (ICDR) Regulations, whichever is higher.



## ALFA TRANSFORMERS LIMITED

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

Since the Company's Equity Shares are frequently traded, Regulation 76 of the SEBI (ICDR) Regulations applies to the Company and therefore, the Company need to re-compute the price of the Equity Shares in terms of Regulation 76(1) of the SEBI ICDR Regulations. Accordingly, the requirement to furnish undertakings under Regulation 73(1) (f) and (g) of the SEBI ICDR Regulations is applicable.

### 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 contained in SEBI (ICDR) Regulations shall be available for inspection at the registered office of the Company up to the date of declaration of results and shall also be placed at the Annual General Meeting.

Section 62 of the Companies Act provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act and in terms of the provisions of the SEBI ICDR Regulations and the listing agreements executed by the Company with the stock exchange(s) where the Company's Equity Shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed private placement and / or preferential issue as set out in the resolutions at Item No. 8 and 9.

### 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.

In this regard, the company would like to confirm that the Company/ any of its promoters or directors are not in the willful defaulter's list as issued by RBI.

### Nature of Concern or Interest of Promoter/ Directors/ Key Managerial Personnel:

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 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.

### 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)

### Item No. 2 of Notice of AGM

#### Brief Resume and Nature of expertise

Mr. Deepak Kumar Das is Post Graduate in Chemistry from Utkal University. He started his career as lecturer in chemistry in Government College and resigned there to join his brother in Alfa Transformers Ltd. He has over 30 years of experience in business including finance and management functions. Presently he is director (finance) of your company.

He is the Director of Industrial Designs & Services Pvt. Limited, Oricon Industries Pvt. Ltd. and Phoneix Surgicare Private Limited (A 100% Subsidiary Company of Alfa Transformers Ltd.)

Your Directors recommend the reappointment of Mr. Deepak Kumar Das as Director (Finance) of the Company.

None of the directors and the Key Managerial Personnel and their relatives are interested in this resolution.

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

**Sd/-  
COMPANY SECRETARY**

PLACE : BHUBANESWAR

Date: 12th August, 2016

# Annual Report 2016

CIN : L31002OR1982PLC001151

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty-Forth Annual Report on the business and operations together with the Audited Accounts for the financial year ending 31st March'2016. The performance of the Company for the year ended on 31st March 2016 is summarized below:

### FINANCIAL HIGHLIGHTS:

The summarized financial results of our operations for the Financial Year ending 31st March'2016 is detailed hereunder.

(Rs.in lakhs)

Sl.No	Particulars	2015-16	2014-15
1	Net Sales/Income from operations	2693.08	2645.57
2	Other Income	22.55	16.47
3	<b>Total Income (1+2)</b>	<b>2715.63</b>	<b>2662.04</b>
4	Profit/(Loss) before Interest, Depreciation and Tax	244.61	217.28
5	Less : Interest and Finance Charges	165.21	164.17
6	Less : Depreciation	135.29	152.81
7	Profit/ (Loss) before Exceptional Items (4-5-6)	(55.89)	(99.70)
8	Add : Exceptional Items	—	—
9	<b>Profit/(Loss) before Tax (7+8)</b>	<b>(55.89)</b>	<b>(99.70)</b>
10	Less : Income Tax	1.53	—
11	<b>Net Profit/ (Loss) after Tax (9-10)</b>	<b>(54.36)</b>	<b>(99.70)</b>
12	Add : Balance Carried forward from Statement of Profit and Loss A/C	(586.09)	(486.39)
13	Balance Carried to Balance Sheet (11+12)	(640.45)	(586.09)
14	<b>Earning per Share (Basic &amp; Diluted)</b>	<b>(1.01)</b>	<b>(1.86)</b>

Note: Previous year's figures are regrouped wherever necessary.

### FINANCIAL PERFORMANCE:

During the year under review the sales and other income is increased marginally by Rs. 54 lacs as compared to previous year. The sales in term of volume increased to 5488 numbers as compared to 4234 numbers in the previous year. The loss for the year was also decreased from Rs 100 lacs to Rs 54 lacs. During the year the company has accounted for Rs 54.97 lacs towards bad debts/ liquidated damage (Previous year Rs 80.75 lacs). Company has also accelerated the timely collection of receivables which will reduce the bad debt in coming years.

### FUTURE PROSPECTS :

During the Financial year 2016-17, Our Company is expecting to achieve Sales Turnover of Rs. 45 Cores and already bagged orders worth of Rs. 24 crores. The company has also participated in tender in electricity utility companies both in Odisha and Gujarat and hopeful to get sufficient orders.

### SUBSIDIARY COMPANY:

Phoenix Surgicare Private Limited is the only wholly owned Subsidiary Company of your Company. The business operations in the subsidiary Company has not started.

### Audited Statements of accounts of the Company's Subsidiary:

The audited statements of accounts, along with the report of the Board of Directors relating to the Company's Subsidiary i.e. Phoenix Surgicare Private Limited, together with the Auditors' Report thereon for the year ended 31st March, 2016 are annexed.

### DEPOSITS :

The Company has not accepted any public deposits so far.

### DIVIDEND:

Your Directors has not recommended any Dividend during this financial year.

### TECHNOLOGY ABSORPTION, ENERGY CONSERVATION, AND FOREIGN EXCHANGE EARNING AND OUTGO:

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are given in **Annexure "A"**.

### PERSONNEL

None of the employees of the Company has been in receipt of remuneration exceeding the amounts envisaged by section 134(3) (m) of the Companies Act, 2013.

### CORPORATE GOVERNANCE :

Corporate Governance is the system by which Companies are directed and controlled. It also includes Board's accountability to the Company and stakeholders, strategic vision and effective monitoring by the Board, protection and equitable treatment of all stakeholders as well as timely disclosure. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target.

Corporate governance at Alfa Transformers Limited (ATL)'s a value-based framework to manage our Company affairs in a fair and transparent manner. We have evolved guidelines and best practices over the years to ensure timely and accurate disclosure of information regarding our financials, performance, leadership and governance of the Company. We are an ethically responsible company, operate with transparency, validate commitment and sincerity, both vertically and horizontally across the organization with a spirit of integrity.



## ALFA TRANSFORMERS LIMITED

The Company has complied with all mandatory provisions of Corporate Governance as prescribed under SEBI ( Listing Obligations and Disclosures Requirements) Regulations, 2015. A report on Corporate Governance is annexed in “**Annexure B**” to the report, along with the certificate on its compliance from the Auditors forms part of this report.

**MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT:** Management’s Discussion and Analysis for the year under review is presented in a separate section as **Annexure ‘C’** forming part of the Annual Report.

### **DIRECTOR’S RESPONSIBILITY STATEMENT :**

Pursuant to Section 134(5) of the Companies Act, 2013, with respect to Directors’ Responsibility Statement, it is hereby confirmed that:

- i) In the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards ,had been followed along with proper explanation relating to material departures;
- ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of company at end of Financial Year of Profit and Loss of company for that period.
- iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of company and for preventing and detecting fraud and other irregularities.
- iv) The directors had prepared the annual accounts on a going concern basis; and
- v) The directors had laid down internal financial controls to be followed by company and that such internal financial controls are adequate and were operating effectively.  
Explanation: For purpose of this clause, the term “internal financial controls” means policies and procedures adopted by company for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, timely preparation of reliable financial information;
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were inadequate and operating effectively.

### **DIRECTORS:**

Pursuant to provisions of section 152 and all other applicable provisions of Companies Act 2013 and the Companies (Appointment and Remuneration) Rules 2014, Mr. Deepak Das is liable to retire by rotation at the ensuing Annual General meeting and, being eligible, offered himself for re-appointment.

Your Directors recommend his reappointment.

### **STATUTORY AUDITORS:**

M/s A.K. Sabat & Co, Chartered Accountants, Bhubaneswar retires at the ensuing Annual General Meeting and has given their consent for re-appointment along with the eligibility certificate as per Section 141(3) (g) of the Companies Act, 2013. Your Directors request

your approval to re- appoint them as statutory auditors of the Company to hold office from Conclusion of this AGM to the next AGM.

### **COST AUDITOR:**

M/s S.S. Sonthalia & Co is re-appointed as the cost auditor of the Company for the Financial Year 2016-17. They have given their consent letter along with the eligibility certificate under section 141(3)(g) of Companies Act 2013 for the year 2016-17.

### **SECRETARIAL AUDITOR:**

Your company has re-appointed M/S Saroj Ray & Associates, Company Secretaries, Bhubaneswar (under Section 204 of Companies Act 2013) to conduct secretarial audit of the Company for the financial year 2016-17. They have given their consent letter along with the eligibility certificate under section 141(3) (g) of Companies Act 2013 to act as the Secretarial Auditor of the Company for the financial year 2016-17.

The Report of the Secretarial Auditor for the financial year 2015-16 is attached in **Annexure D**.

### **INTERNAL AUDITOR :**

Your Company has appointed M/S Maloo Bhatt & Co. as the Internal Auditor for Vadodara Unit and M/s Goutam Lenka & Co. for Bhubaneswar Unit of the company for the financial year 2016-17.

### **INDEPENDENT DIRECTORS :**

The Independent Directors hold office for a fixed term of three year and they are not liable to retire by rotation.

In accordance with Section 149(7) of the Act, each Independent Director has given written declaration to the Company confirming that they met the criteria of Independence as mentioned under Section 149(6) of the Act and SEBI ( Listing Obligations and Disclosures Requirements) Regulations , 2015.

### **COMMENTS ON STATUTORY AUDITORS’ REPORT AND SECRETARIAL AUDITORS’ REPORT :**

Neither the statutory auditors nor the secretarial auditors of the company, in their respective reports, have made any qualifications, reservations or adverse remarks. The company continues to adopt practices to ensure best practice as per Indian Accounting Standards and Corporate Governance standards.

### **DISCLOSURE AS PER LISTING AGREEMENT:**

#### **Cash Flow:**

The cash flow statement in accordance with accounting standard and (AS-3) of ICAI is appended to this Annual Report.

#### **Related Party Transactions :**

As a matter of policy, your company carries transactions with related parties on an arm-length basis. Statement of these transactions is given in the Notes to Account (Note-26(7a)) attached in compliance of Account Standard No.AS-18.

#### **Listing :**

The Company’s shares are listed on the ‘BSE Limited’. The Annual listing fees to the ‘BSE Limited’ for the year 2015-16 has been paid.

**Voluntary Delisting from Bhubaneswar and Calcutta Stock Exchanges:-** The company had initially submitted all documents as per rule to Bhubaneswar & Calcutta stock Exchange for delisting of shares. Permission is still awaited

## Annual Report 2016

### TRANSFER TO GENERAL RESERVE:

During the financial year ending on 31st March, 2016, Rs 2.94 lakhs has been transferred to General Reserve.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY :

There has been no material changes and commitments, affecting the financial position of the company which have been occurred between the end of the financial year of the Company to which the financial statements relate.

### RISK MANAGEMENT POLICY AND INTERNAL FINANCE CONTROL ADEQUACY :

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks in achieving key objectives of the Company. The Company has developed and implemented Risk Management Policy of the Company to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The Internal Control Systems are commensurate with the nature, size and complexity of the business of the company. These are routinely tested and certified by Statutory Auditor as well as Internal Auditors.

### EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in Form No. MGT 9 as on 31.03.2016 appended to this Report as **Annexure E**.

### ANNUAL EVALUATION BY THE BOARD :

The evaluation framework for assessing the performance of Board including the individual Directors are based on certain key measures, viz. Attendance of Board Meetings and the Committee Meetings, qualitative contribution in deliberations on agenda items, long term view in the inputs regarding development and sustainability of the Company and consideration of shareholders and other stakeholders' interests.

The evaluation involves Self-Evaluation by the Board Member and subsequent assessment by the Board Of Directors. A member of the Board does not participate in the discussion of his/her evaluation. The Board of Directors have expressed their satisfaction to the evaluation process.

### WHISTLE BLOWER POLICY:

The Whistle Blower Policy (Vigil Mechanism) was constituted by the Board of Directors, pursuant to Section 177 of the Companies Act 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement to report genuine concerns of directors and Employees. The Policy has been posted on the website of the company.

### ACHEIVEMENTS :

#### 1) QUALITY SYSTEM :

The company was accredited ISO 9001-2008 for quality management system with respect to "Design, Manufacture, Repair and sale of Power Transformers & Distribution Transformers" from 1997 with continuity. The present registration is accredited by TUV SUD South Asia Private Limited from 26/05/2016 which is valid upto 14/09/2018.

**2) BIS CERTIFIED :** The Company has got BIS certificate for level 2 upto 200 KVA Distribution transformers for our plant at Bhubaneswar Unit and upto 100 KVA Level 2 for our Vadodara Unit. The company is also investing in prototype and type testing of other ratings of transformers for inclusion in BIS.

3) The company has already got 3,4,5 star ratings for distribution transformers upto 200 KVA from Bureau of Energy Efficiency, Govt. of India.

4) The Company has got the award of **STAR PERFORMER FOR THE YEAR 2008-09** from EEPICINDIA (Eastern Region).

### INDUSTRIAL RELATIONS :

The industrial relations continued to be generally peaceful & cordial.

### ACKNOWLEDGEMENTS :

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders' clients, Bank, Central & State government, the company's valued investors and all other business partner for their continued co-operation and excellent support received during the year.

### FOR AND ON BEHALF OF THE BOARD

Sd/-

PLACE : BHUBANESWAR

DILLIP KUMAR DAS

DATE : 27<sup>th</sup> May, 2016

CHAIRMAN

### ANNEXURE "A" TO THE DIRECTORS' REPORT

#### TECHNOLOGY ABSORPTION, ENERGY CONSERVATION, AND FOREIGN EXCHANGE EARNING AND OUTGO

Disclosure of particulars with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Companies (Disclosure of particulars in the Report of directors) Rules, 1988 and forming part of the Report of the Board of Directors for the period ended 31st March, 2016:

#### A. CONSERVATION OF ENERGY:

Energy conservation continues to be accorded high priority by your Company. The Company has already taken up steps for implementing Energy Conservation measures by replacing of all conventional machineries, creating awareness among employees, regulating usage of plant, machinery and other equipments and use of energy saving equipments.

Rooftop solar generation to 35KV is being installed.

#### B. TECHNOLOGY ABSORPTION:

Your Company successfully absorbed the transfer of Technology from Hitachi Metals (India) Limited for its Metaglas Amorphous Project.

#### C. FOREIGN EXCHANGE EARNINGS & OUTGO:

(Rs in Lakhs)

Year	2015-2016	2014-2015
Expenditure	-	-
Earning	-	-

### FOR AND ON BEHALF OF THE BOARD

Sd/-

PLACE : BHUBANESWAR

DILLIP KUMAR DAS

DATE : 27<sup>th</sup> May, 2016

CHAIRMAN



**ANNEXURE “B” TO THE DIRECTORS’ REPORT  
CORPORATE GOVERNANCE REPORT :**

**1) COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Corporate Governance ensures best management practices, compliance of laws, rules, and regulations in the Company and also provides appropriate framework for the Board and its Committees to achieve objectives of the Company for the benefit of the Company and its stakeholders. Our Company is committed to good Corporate Governance Requirements of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Code of Conduct on Prevention of Insider Trading and also Code of Conduct for Directors and Senior Management Personnel are fully complied by our company. ALFA TRANSFORMERS LIMITED commitment for effective Corporate Governance continues and the company has always been at their benchmarking efforts to follow the internal systems and policies within accepted standards for the creation of golden & trustable value towards the shareholders.

The Board of Directors (‘the Board’) is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

Your company endeavor to adopt best governance practices. Our commitment is reflected in the steps that we have taken to ensure compliance of law and by regularly reviewing the systems and procedures. Your Company constantly strives to achieve enhancement of shareholders’ value and effective utilization of resources to realize long term goals.

**2) BOARD OF DIRECTORS:**

A fundamental requirement of Board membership is independence, knowledge and experience based upon the absence of relationships and interest that could compromise, or could be perceived as compromising the ability of a Director to exercise judgment in the best interests of the Company.

**2.1) Composition:**

The Board has an optimum combination of Executive and non–Executive Directors and is in conformity with corporate governance as per SEBI ( Listing Obligations and Disclosures Requirements) Regulations , 2015 entered into with the stock exchanges, in which the Company’s Shares are listed. The composition of the Board as on 31st March, 2016 consists of nine Directors, among which three are Executive Directors and Five are non-Executive Independent Directors and one is Non Executive Woman Director. The Board is classified broadly as follows:

Sl. No	Name of the Director	Status	Category	Shareholding in the Company
1.	Mr. Dillip Kumar Das	Chairman & Managing Director	Promoter and Executive Director	1056511
2.	Mr. Deepak Kumar Das	Whole-time Director (Finance)	Promoter and Executive Director	57000
3	Mr. Debasis Das	Whole –time Director	Executive and Non-independent Director. ( Relative of Promoters)	121683
4.	Mr. Santosh Kumar Nanda	Director	Non-Executive and Independent Director	-
5.	Dr. Nitai Chandra Pal	Director	Non-Executive and Independent Director	-
6.	Mr. Sambit Mohanty	Director	Non-Executive and Independent Director	-
7.	Mr. Niranjana Mohanty	Director	Non-Executive and Independent Director	-
8.	Mr. B.N.R.Patnaik	Director	Non-Executive and Independent Director	-
9.	Ms. Sujita Patnaik	Director	Non-Executive Director	-



## Annual Report 2016

### Board's Definition of Independent Director:

Independent Director shall mean non-Executive Director of the Company who :

1. a) Who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b) 1. Who is or was not a promoter of the company,  
2. Who is not related to promoters or directors in the company
- c) Who has or had no pecuniary relationship with the company
- d) None of whose relative has or had pecuniary relationship or transaction with the company.
- e) Who, neither himself nor any of his relative---
  - i. Holds or has held the position of a key managerial personnel
  - ii. Is or has been an employee or proprietor or a partner, in any of the three financial years preceeding.
  - iii. Holds together with his relative two per cent or more of the total voting power of the company; or
  - iv. Is a Chief Executive or director, of any nonprofit organization, or who possesses such other qualifications as may be prescribed.

### 2.2) Code of Conduct:

The Company has adopted the Alfa Code of Conduct for all Directors, Senior Management and employees of the Company. This Code is derived from three interlinked fundamental principles, viz good corporate governance, good corporate citizenship and exemplary personal conduct. Further, all the Board members and senior management personnel (as per Regulation 17(5)(a) of SEBI ( Listing Obligations and Disclosures Requirements) Regulations , 2015) have affirmed compliance with the respective Code of Conduct. A declaration to this effect signed by the Managing Director forms part of this report.

### 2.3) Board Meetings & Procedures:

The Board meets in executive session at least four times in a year at quarterly intervals and more frequently if deemed necessary, to transact its business. The Company Secretary, in consultation with the Chairman and Managing Director, prepares the agenda for the meeting. Information and data that are important to the Board's understanding of the business in general and relating to matters tabled for discussion. The Agenda and relevant enclosures are distributed to the members of the Board sufficiently in advance of the meeting. Sensitive material, however, is presented for discussion at the meeting only. The meetings of the Board of Directors are generally held at Company's registered office at Bhubaneswar, and are generally scheduled well in advance. The Company Secretary records the minutes of the proceedings of each Board Meeting and Committee Meeting. Draft minutes are circulated to all the members of the Board/Board Committee for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting. The important decision taken in the Board/ Committee Meetings are communicated to the concerned departments/persons for taking necessary actions and a action taken report is placed in the next meeting of the Board/Committee for noting the same.

#### Numbers & Dates of Board Meetings held during the year:

- (i) During 2015-16, the Board of Directors met 4 times on the following dates:

Sl.No	Date of Board Meeting	Total Members	Attendance by number of members
1.	29 <sup>th</sup> May, 2015	09	07
2.	13 <sup>th</sup> August, 2015	09	07
3.	14 <sup>th</sup> November, 2015	09	06
4.	11 <sup>th</sup> February, 2016	09	05



## ALFA TRANSFORMERS LIMITED

(ii) The details of attendance of each Director at the Board Meetings, last Annual General Meeting are as follows:

Name of the Director	Attendance Particulars			Directorship in other Companies
	No of Board Meetings held	No of Board Meetings attended	Last AGM	
Mr. Dillip Kumar Das	4	3	Present	4
Mr. Deepak Kumar Das	4	3	Present	3
Mr. S. K. Nanda	4	4	Present	–
Dr. N. C.Pal	4	2	Present	–
Mr. Sambit Mohanty	4	4	Present	–
Mr. Debasis Das	4	3	Present	1
Mr. Niranjan Mohanty	4	1	Absent	4
Mr. Sujita Patnaik	4	2	Present	1
Mr. B. N. R. Patnaik	4	3	Present	1

None of the Director holds membership of more than 10 Committees of Board nor is a Chairman of more than 5 Committees of Boards of all the companies in which he/she is a Director.

### 3) COMMITTEES OF BOARD:

The Board has constituted various committees for smooth and efficient operation of the activities and is responsible for constituting, assigning, co-opting and fixing the term of reference of the committees in line with the laws of the land. The chairman, quorum and the terms of reference of each committee has been approved by the Board.

The draft minutes of the proceedings of each committee meeting duly initialed by the Chairman of the respective committee meeting are circulated to the members of that committee for their comments and thereafter, confirmed by the respective committee in its next meeting. The Board also takes note of the minutes of the meetings of the committees duly approved by their respective Chairman and material recommendations/decisions of the committees are placed before the Board for approval.

#### 3.1) AUDIT COMMITTEE:

The Primary objective of the Audit Committee of the Company is to monitor and provide effective supervisions of the management's financial reporting process with a view to ensuring accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Audit Committee met four times during the year 2015-16.

The composition and attendance of the committee are given below:

#### Composition:

Name of Director	Designation	Status
Mr. S. K. Nanda	Chairman	Independent and Non - executive Director
Mr. Sambit Mohanty	Member	Independent and Non - executive Director
Dr. N. C.Pal	Member	Independent and Non - executive Director
Mr. Niranjan Mohanty	Member	Independent and Non - executive Director

#### Attendance:

Sl. No.	Date of Meeting	Total Members	Attendance by Members
1.	29 <sup>th</sup> May, 2015	4	3
2.	13 <sup>th</sup> August, 2015	4	3
3.	14 <sup>th</sup> November, 2015	4	3
4.	11 <sup>th</sup> February, 2016	4	2

## Annual Report 2016

### Audit Committee Charter :

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and removal of external auditor, fixation of audit fee and also approval for payment of any other services.
- c) Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any change in the Accounting policies and practices.
  - Major accounting entries based on exercise of judgment by the management.
  - Qualification on draft Audit Report.
  - Significant adjustments arising out of audit.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance with Stock Exchange and legal requirements concerning financial statements.
  - Any related party transactions i.e. transaction of the company of material nature, with promoters or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the company at large.
- d) Reviewing with management, external and internal auditor, adequacy of internal controls systems.
- e) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- f) Discussion with internal auditors any significant findings and follow up thereon.
- g) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- h) Discussion with external auditors before the audit commences on the nature and scope of audit as well as has post audit discussion to ascertain any area of concern.
- i) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- j) To approve un-audited Quarterly Financial Results and publish the same as required in the SEBI ( Listing and Disclosures Obligations) 2015.

The meetings of the Audit Committee were also attended by Internal Auditor, Accounts Executive of the company and representatives of the Statutory Auditors as invitees for the relevant meetings. The recommendations of audit committee are usually accepted and implemented by the Board.

### AUDIT COMMITTEE AND ESTABLISHMENT OF VIGIL MECHANISM :

The company has established a vigil mechanism and overseas through the committee, the genuine concerns established by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The company has also provided direct access the Chairman of the Audit Committee to discuss their concerns and grievances.

### 3.2) NOMINATION AND REMUNERATION COMMITTEE:

The purpose of the Nomination and Remuneration committee of the company shall be to discharge the Board's responsibilities relating to remuneration of the Company's Executive Directors. The committee has overall responsibility for approving and evaluating and recommending plan, policies and programs relating to remuneration of Executive Directors of the Company.

The Committee consists of majority of Independent Directors and non-Executive Director and the composition of the Committee is given below:

Name of Director	Designation	Status
Mr. S. K. Nanda	Chairman	Independent and Non- executive Director
Mr. Sambit Mohanty	Member	Independent and Non- executive Director
Dr. N. C. Pal	Member	Independent and Non- executive Director
Mr. Debasis Das	Member	Executive and Non-independence Director

### Terms of Reference:

- To appraise the performance of Managing and Executive Director; and
- To determine and recommend to the Board, compensation payable to Managing and Executive Director.



## ALFA TRANSFORMERS LIMITED

### REMUNERATION TO DIRECTORS :

The Company does not remunerate the non-Executive Directors of the Company except for the payment of sitting fees for attending each meeting of the Board or Committee thereof. Remuneration to Executive Directors is recommended by the Remuneration Committee and approved by the Board of Directors subject to the approval of the shareholders in the General Meeting and such authorities, as the case may be. Particulars of their remuneration for the year ended 31st March, 2016 are given below.

Name of Director	Remuneration for the year 2015-2016				
	Sitting Fees (each meeting) Rs	Salary Rs	Perquisites Rs	Commission Rs	Total Rs
<b>Executive Directors:</b>					
Mr. Dillip Kumar Das	Nil	1380000	120000	NIL	1500000
Mr. Deepak Kumar Das	Nil	720000	49945	NIL	769945
Mr. Debasis Das	Nil	720000	31350	NIL	751350
<b>Non-Executive Directors</b>					
Mr. S.K. Nanda	2000	Nil	Nil	Nil	22000
Dr. N. C. Pal	2000	Nil	Nil	Nil	12000
Mr. Sambit Mohanty	Nil	Nil	Nil	Nil	Nil
Mr. B.N.R. Patnaik	2000	Nil	Nil	Nil	10000
Mr. Niranjana Mohanty	2000	Nil	Nil	Nil	4000

### 3.3) SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE:

The "Share Transfer and Investor Grievance Committee" comprising Two Executive Directors and one Independent non-Executive Director headed the committee of the company. The functioning and terms of reference of the Committee, inter-alia, approves issue of duplicate certificates and overseas and reviews all matters connected with securities transfers. The Committee also looks into redressing of investor's grievance pertaining to transfer/transmission of shares, dividends, dematerialization/re-materialization, and replacement of lost/stolen/mutilated share certificates, splitting, conversion and other related issues and to strengthen investor relation. In addition to the above, the Committee also addresses to complaints like non-transfer of shares, non-receipt of declared dividends, etc.

During the year, the Committee has met once for consideration of share transfers, issue of duplicate shares, re-materialization of shares and other investors' grievances. The constitution of the Committee and the attendance of each member of the Committee are given below :

Name of the Director	Designation	Status	Committee Meetings Attended
Mr. B.N.R. Patnaik	Chairman	Independent and Non-Executive Director.	1
Mr. Deepak Kumar Das	Member	Promoter and Executive Director.	1
Mr. Debasis Das	Member	Relative of Promoter and Executive Director.	1

The Company Secretary being the Compliance Officer of the Company is entrusted with responsibility to specifically look into the redresses of Shareholders and Investors complaints and report the same to the Share Transfer and Investor Grievance Committee.

During the year under review, no complaint were received from investors .

### MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors Meeting had met during the year on 29th May 2015 and 28th March 2016 to review the performance of Non-Independent Directors and the Board as a whole, to review the performance of the Chairperson of the Company, and to assess the efficiency of flow of information between the management and the Board.

## Annual Report 2016

#### 4. GENERAL BODY MEETINGS :

Details of location and time of last 3 years Annual General Meetings are as under:

##### Annual General Meeting:

Financial Year	Venue	Date	Day	Time	Special Resolution passed
2012-13	Hotel "The New Marrion", 6, Janpath, Bhubaneswar-751001	10.08.2013	Saturday	12.30P. M.	None
2013-14	VITS"Cutctack Puri Road, Bhubaneswar	13.08.2014	Wednesday	12.30 P. M	None
2014-15	Hotel "The New Marrion", 6, Janpath, Bhubaneswar-751001	13.08.2015	Thursday	12 PM	2

##### Extra-Ordinary General Meeting:

Financial Year	Venue	Date	Day	Time	Special Resolution passed
2012-13	No Extra-ordinary General Meeting was held during the year.				
2013-14	No Extra-ordinary General Meeting was held during the year.				
2014-15	No Extra-ordinary General Meeting was held during the year.				
2015-16	No Extra-ordinary General Meeting was held during the year.				

No special resolutions were required to be put through postal ballot at the above meetings.

#### 5. DISCLOSURES:

##### 5.1) Disclosure regarding materially significant related party transactions:

There are no materially significant related party transactions made by the Company with its promoters, Directors or the management, their relatives conflicting with company's interests. Other related party transactions have been reported at item No. "26(7)" of Notes on Accounts. The Register of Contracts containing transactions, in which Directors are interested, is placed before the Board regularly.

##### 5.2) Disclosure of non-compliance by the company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authorities or any matter related to capital markets during the last three years:

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as well as regulations and guidelines of SEBI. No penalties have been levied or strictures have been passed by Stock Exchange or SEBI on any other Statutory Authority on the matter relating to capital markets during the last three years.

##### 5.3) Disclosures regarding appointment/re-appointment of Directors:

Pursuant to the Articles of Association of the company, Mr. Deepak Kumar Das (Executive Director) of the company, shall retire by rotation and, if eligible, offer himself for re-election at the ensuing Annual General Meeting. The Board has recommended his appointment.

The abbreviated resume of the Director being appointed/re-appointed and other relevant information is given elsewhere in this Annual Report, which form part of the Corporate Governance Report.

##### 5.4) Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

The Company has adopted Whistle Blower Policy . The details in this regard have been mentioned in the Board's Report forming part of this Annual Report.

##### 6) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

The Company has fully complied with all the mandatory requirements of Regulation 34 (3) of the SEBI ( Listing Obligations and Disclosures Requirements) Regulations , 2015 relating to Corporate Governance.



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### 7) MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results of the Company in the prescribed format are published in the following Newspapers.

English (Financial Express /The Economic Times)

Regional Language (The Samaj /Khabara /Pramaya/Samaya )

There is no practice of sending half yearly results to the household of shareholders. The financial results and official news releases are also placed on the Company's website [www.alfa.in](http://www.alfa.in)

### 8) MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis Report form part of the Annual Report as annexed in **Annexure "C"** to the Director's Report.

### 9) GENERAL SHAREHOLDERS' INFORMATION :

#### 9.1) Annual General Meeting:

The Thirty-fourth Annual General Meeting ("the AGM") of the company will be held on Wednesday 28th September 2016, at 11.30 A.M. at Hotel "The New Marriion", Bhubaneswar.

#### 9.2) Financial Calendar for the year 2016-17:

The Company follows April to March as its financial year. The financial Calendar for the year 2016-17 (Provisional) as follows:

Sl.No.	Financial Calendar	Tentative Schedule
a)	Results for the first quarter ending 30 <sup>th</sup> June'16.	By 12th August,2016
b)	Results for the second quarter ending 30 <sup>th</sup> September'16.	By 14th November, 2016.
c)	Results for the third quarter ending 31 <sup>st</sup> December,2016	By 14th February ,2017
d)	Results (Audited) for the financial year ending 31 <sup>st</sup> March, 2017	By 30th May, 2017.
e)	Annual General Meeting for the year ending 31 <sup>st</sup> March,2017	By the end of September, 2017.

#### 9.3) Dates of Book Closure :

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 22nd September, 2016 to Wednesday the 28th September, 2016 (both days inclusive) for purpose of Annual General Meeting.

#### 9.4) Dividend:

The Board of Directors has decided not to declare dividend for the year under review due to bad financial condition of the Company.

The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividends.

#### Details of dividend paid:

##### Dividend of Rs. 53, 60,000/- paid during the Financial Year 2008-09 and 2009 -10.

Dividend of 10% (i.e. Re.1/- per share) for the Financial Year 2008-09 was declared in the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> July, 2009

Dividend of 10% (i.e. Re.1/- per share) for the Financial Year 2009-10 was declared in the 28<sup>th</sup> Annual General Meeting held on 6<sup>th</sup> August, 2010 and paid within 30 days of declaration of dividend .

## Annual Report 2016

Those who have not received the dividend amount, may contact the company or its RTA i.e. M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata-700026

Members are requested to note that dividends not en-cashed or claimed within seven years from the date of transfer to the Company's Un-paid Dividend Account will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

The dividend for the financial year 2008-09 and 2009-10 was declared on 30.07.2009 and 06.08.2010 respectively. The unpaid/unclaimed dividend of the financial year 2008-09 on completion of 7 years was transferred to IEPF is on August 15 2016

### 9.5) Listing on Stock Exchange:

The Company's shares are presently listed with The BSE Limited, Phiroze Jee Jeebhoy Towers, Dalal Street, and Mumbai-400001, which has nationwide trading terminals. The Annual Listing fees for the year 2014-15 have been paid to The BSE Limited.

Confirmation of de-listing of the Company's shares from The Bhubaneswar Stock Exchange Limited,P-2,Jayadev Vihar,Chandrasekharpur,Bhubaneswar-751023 and The Calcutta Stock Exchange Association Limited,7,Lyons Range,Kolkata-700001 is still awaited. However, Company is not paying listing fees to these two Stock Exchanges.

### 9.6) Company Stock code:

The Mumbai Stock Exchange Scrip Code '517546'.

The ISIN Number of Alfa (or demat number) on both NSDL and CDSL is **ISIN INE209C01015**

### 9.7) Market Price Data for the year 2015-2016.

The monthly high and low quotations of Company's shares at Bombay Stock Exchange Limited (BSE) during the year 2015-16 under review are as under:

Month	High(Rs.)	Low(Rs.)	Volume(Nos)
April, 2015	23.5	17.2	44373
May, 2015	22.95	17.6	14256
June, 2015	23.6	18	9222
July, 20145	22.3	16.05	30342
August, 2015	21.8	17.6	14198
September, 2015	22.3	17.25	14023
October, 2015	24.4	18.65	19718
November, 2015	24.6	21	2552
December, 2015	26.25	21	7759
January, 2016	28.6	24.1	47257
February, 2016	27.65	20	57764
March, 2016	24.75	20.05	11737



## ALFA TRANSFORMERS LIMITED

### 9.8) Registrar and Share Transfer Agents:

All share transfer and related operations are conducted by the Registrar and Share transfer Agent of the company both in physical and dematerialized form, the address of which is given below:

**M/s MCS Share Transfer Agent Limited,**

**12/1/5, Manoharpukur Road,**

**Kolkata-700026**

**Phone: 4072-4051to53,**

**Fax: 4072-4054**

**e-mail-mcssta@rediffmail.com**

### 9.9) Share transfer system:

Transfers of Securities in physical form are registered and duly transferred share certificates are dispatched within 15 days of receipt, provided the documents are in order. With regard to Shares in demat mode, the procedure is adopted as per the provisions of Depositories Act, 1996. The Shareholders are advised to contact the Registrar and Share Transfer Agents at their address for effecting transfer of shares both in physical and electronic form.

### 9.10) Shares held in physical and dematerialized form:

As on 31st March 2016, 95.14% of shares of the company were held in dematerialized form and the rest in physical form. Out of this dematerialized, promoter and their associates own 52.86 % and non-promoters held 47.14% of these Shares. The details of shares held in Physical and dematerialized form is given below:

Details of Shares	Position as on 31.03.2015	% of holding
NSDLACCOUNT	4624140	86.28%
CDSLACCOUNT	475408	8.86%
<b>TOTAL DEMAT A/C</b>	<b>5099548</b>	<b>95.14%</b>
PHYSICAL HOLDING	260452	4.86%
<b>TOTAL SHARES</b>	<b>5360000</b>	<b>100.00</b>

### 9.11) Distribution of Shareholdings as on 31st March 2016:

As of 31<sup>st</sup> March, 2015 the distribution of company share holding were as follows:

No of Equity Shares held	No of shareholders	% of shareholders	No. of shares	% of shareholding
1-500	2505	83.50	415036	7.7432
501-1000	248	8.266	203452	3.7957
1001-2000	123	4.100	189438	3.5343
2001-3000	34	1.1333	90017	1.6794
3001-4000	19	.6333	70089	1.3076
4001-5000	13	.4333	58563	1.0926
5001-10000	20	.6667	140949	2.6296
10001-50000	26	.8667	614021	11.4556
50001-100000	3	0.1000	219070	4.0871
100001 & ABOVE	9	0.3000	3359365	62.6747
<b>TOTAL</b>	<b>3000</b>	<b>100</b>	<b>5360000</b>	<b>100</b>



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### 9.12) Shareholding Pattern as on 31<sup>st</sup> March, 2016 :

Category	No of Shares	% of Shares Capital
Indian Promoters	2833083	52.856
Private Corporate Bodies	127451	2.3778
Indian Public	1869442	34.8777
NRIs/OCBs	530024	9.889

### 9.13) GDRs/ADRs/Warrants:

The Company has not issued any GDRs/ ADRs/ Warrants or any convertible instruments.

### 9.14) Details of Shares held more than 1% as on 31<sup>st</sup> March, 2016 :

Name of Shareholders	No of Shares held	% of Shareholding
Dillip Kumar Das	1056511	19.711
Industrial Designs & Services Pvt. Limited	680842	12.7023
Galaxy Medicare limited	439248	8.1949
K Shiva Kumar	320981	5.9885
Prashant Kothari	268000	5.000
Sujata Vithalrao Cowlagi	200000	3.7313
Oricon Industries Pvt. Limited	165681	3.0911
Debasis Das	121683	2.2702
Daga Anjana Sandeep	106419	1.9854
Dillip Kumar Das, HUF	88953	1.6596
Geetishree Das	73117	1.3641
Deepak Kumar Das	57000	1.0634

### 9.15). SEBI Complaints Redress System (SCORES)

Securities Exchange Board of India introduced for quick resolution of Investors Grievances SEBI Complaints Redress System(SCORES). The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

### 9.16) CODE OF CONDUCT:

- a) The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the the same has been hosted on the Company's website [www.alfa.in](http://www.alfa.in). All the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct as on 31st March 2016. The declaration signed by the Chairman & Managing Director of the Company is given below:

"I, Dillip Kumar Das, Chairman cum Managing Director of Alfa Transformers Limited, hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed the compliance of the code of conduct during the Financial Year ended 31st March, 2016."

**FOR AND ON BEHALF OF THE BOARD**

**PLACE : BHUBANESWAR**  
**DATE: 27th May, 2016**

**DILLIP KUMAR DAS**  
**CHAIRMAN CUM MANAGING DIRECTOR**

- b) In terms of the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015, the certification by the Managing Director and Chief Finance Officer of the Company on the financial statements and internal control relating to financial reporting, obtained by the Board of Directors, is given below :



ALFA TRANSFORMERS LIMITED

### Managing Director and CFO Certification

To

The Board of Directors  
Alfa Transformers Ltd.

We, Dillip Kumar Das, Managing Director and Deepak Kumar Das, Chief Financial Officer, responsible for the finance function certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the designs or operation of such internal controls, if any of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
  - i) There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii) There has not been any significant change in accounting policies during the year requiring disclosures in the notes to the financial statements; and
  - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

**Place: Bhubaneswar**

**Date: 27<sup>th</sup> May, 2016**

**Managing Director**

**Chief Financial Officer**

#### **9.17) Factory Locations of the Company:**

- Unit-I : 3337, Mancheswar Industrial Estate, Bhubaneswar-751010.  
Unit-II : Plot No.-2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar-751010.  
Unit-III : C-12, Industrial Estate, Madhupatna, Cuttack-753010.  
Unit-IV : Plot No.1046, 1047 & 1048, GIDC Estate, Waghodia, Vadodara, Gujarat-391760.

#### **9.18) Address for Correspondence:**

Any query relating to shares and requests for transactions such as transfer, transmission and nomination facilities, duplicate share certificates, change of address, non-receipt dividend/ Annual Report, as also regarding dematerialization of shares may please taken up with.

#### **Ms. Krishna Panda**

Company Secretary & Compliance Officer,  
Alfa Transformers Limited,  
Plot No. 3337, Mancheswar Industrial Estate,  
Bhubaneswar-751010.  
Phone No.9437007960  
Fax No.0674-2580495

#### **9.19) CIN Number:**

The Corporate identity Number ("CIN") of the company as allotted by Ministry of Company Affairs is **L31102OR1982PLC001151**.

**FOR AND ON BEHALF OF THE BOARD**

**PLACE : BHUBANESWAR**  
**DATE: 27<sup>th</sup> May, 2016**

**DILLIP KUMAR DAS**  
**CHAIRMAN CUM MANAGING DIRECTOR**

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## **AUDITOR'S REPORT ON CORPORATE GOVERNANCE**

To  
The Members,  
Alfa Transformers Limited.

1. We have examined the compliance of conditions of Corporate Governance by Alfa Transformers Limited for the year ended on 31st March, 2016, as stipulated in
  - a) Clause 49 of the Listing Agreement of the the Company with the stock exchange for the period 1st April , 2015 to 30th November 2015
  - b) Regulations 17 to 27 (except regulation 23(4) ) and clauses (b) to (i) of regulation 46(2) and paragraphs C,D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the 1st December 2015 to 31st March 2016.
  - c) Regulation 23(4) of SEBI Regulations for the period 2nd September 2015 to 31st march 2016.
2. The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the company in accordance with the generally accepted auditing standards in India, to the extent relevant, and as per the guidance note on Certification Of Corporate Governance issued by the Institute Of Chartered Accountants of India,
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreements and Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C,D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the respective periods of applicability as specified with paragraph 1 above , during the year ended March 31, 2016.
5. We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For A.K. SABAT & CO.,  
Chartered Accountants

Bhubaneswar  
Date : 27th May, 2016

**(S. Chand)**  
PARTNER  
Membership No.050063  
Firm Registration No.321012E (ICAI)



## ANNEXURE “C” TO DIRECTORS’ REPORT MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY OVERVIEW:

During the F.Y 2015-16, India’s Macroeconomic scenario remained stagnant with demand for capital goods waiting to recover. The investment by the state power utilities (transcos) is expected to get momentum. With the budget target of 100% village electrification by May 2018, coupled with Government projects like Green Energy Corridor for power generation from renewable resources would augment the growth of Transformers industry in medium term. Overall CAPEX by corporate both private and public sectors, are much lower and with that limits demand is being chased by huge capacity. This has caused industry’s capacity utilization at sub-optimum level and price realization and liquidity problem is still faced by most of players in transformer industry.

However, the inflation rate, currency rate fluctuation and the release of planned funds for the power sector are the challenges adversely affecting the performance of the industry. The market is crowded with capacity expansion by all players and sizable investments by the Chinese manufacturers. The uncertainty and slow down in the overseas markets are expected to substantially affect the exports potential.

### PERFORMANCE REVIEW :

In the competitive market, the Company was able to achieve Sales and Other Income, in monetary terms for the year to Rs. 26.93 crores as compared to Rs. 26.46 crores in the previous year and the Loss was decreased to Rs. 0.54 crores as compared to Rs. 0.99 crores in the previous year. The profitability of the Company was adversely affected as the Company made Bad debt of Rs.54.97 crores against old outstanding receivable

amount mainly from Electricity Utility Companies of Gujarat and Odisha

During the year under review, Vadodara unit has produced impressive financial performance in all parameters, namely revenue growth, operating margins and resource utilization. The unit has posed a good performance with all round improvement in production, sales and profitability during the financial year 2015-16.

The Current Financial year 2016-17 has begun with order of Rs. 24 crores .

Credit period is extended to customers not getting honored results into high level of receivables with resultant strain on cash flow. Barring unforeseen circumstances, the Company expects to increase its volume of business in the current year.

### OUTLOOK FOR THE COMPANY:

The Transformers Industry and Power Industry of the country are closely associated and in a way are interdependent as electricity can’t reach the end user without inserting transformers en-route for transformation of various voltage levels. As per the trust and policy of Government of India to electrify all villages by 2020, the demand of transformers is likely to grow exponentially in coming years. With upcoming projects and added efforts being put in for power generation, transmission & distribution, the long term prospects are bright. We hope to get a good number of orders in the coming years.

Indian made transformers have now been recognized for their quality and durability in international market. All these factors would improve the business for Transformer Industry tremendously.

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### **FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:**

Our future results of operations may potentially be affected by the following factors:

- ❑ Competitive conditions in the industry.
- ❑ Growth of power sector in India.
- ❑ Our ability to continuously operate and maintain our manufacturing facilities optimally.
- ❑ Technological changes in the industry.
- ❑ Escalation in prices as well as the availability of raw materials.
- ❑ General economic and business conditions in India.

### **HUMAN RESOURCES:**

The Company continues its focus on development of human resource. The relations of the management with employees during the year continued to be cordial. Learning and development has been strengthened to bring value addition in the employee and to enhance Team Building leading towards success. The Company focuses on providing the employees motivating work environment and excellent career development opportunities

### **INTERNAL CONTROL SYSTEMS :**

The Company has effective internal control systems for compliance of laws, rules and regulations to safeguard the interest of the Company. The Company maintains a system of internal controls designed to provide reasonable assurance regarding the effectiveness and efficiency of operations and for safeguarding the assets of the Company and for ensuring appropriate recording and reporting of financial information for ensuring reliability of financial controls and for ensuring compliance of applicable laws and regulations. The internal audit covers a wide variety of operational

matters and ensures compliance with specific standards with regard to reliability and suitability of policies and procedures. The internal auditor reports to the top management through Chairman & Managing Director and continuously monitors adherence to lay down systems and policies through a structured internal audit process. Services of internal auditors are being outsourced through established audit firm. The systems are regularly reviewed and modified for changes in operating and regulatory requirements. The Audit Committee reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening the same from time to time.

### **RISKS & CONCERNS:**

The unprecedented variation in the prices of raw materials, particularly copper, transformer oil and special steels for lamination, is a major area of concern for executing transformer orders in uncertain market condition. Depreciation of Indian Rupee against US Dollar is also a concern which continues to adversely affect the profitability. The unutilized capacity in the transformer industry and intense competition adversely impact product prices and margins. *The present challenge for the Company is successfully executing low prices orders, within the budgeted cost.* The delay by government in implementation of its plans may lead to a fall in demand for transformers, in short term. Further, change in government policy on land acquisition for industrial projects, allotment of natural resources and its pricing and policy changes in environmental related laws is having major impact on investment in new projects. Almost all the players in the industry have expanded their existing capacities. Further, continued strong presence of foreign (Chinese & Korean) transformer manufacturers is keeping the competitive pressures high, which is expected to continue during the year 2016-17 also.



ALFA TRANSFORMERS LIMITED

**ANNEXURE –“D” TO THE DIRECTORS REPORT  
SECRETARIAL AUDIT REPORT  
Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR 2015-16**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
Alfa Transformers Limited  
3337 Mancheswar Industrial Estate  
Bhubaneswar, Odisha-751017

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Alfa Transformers Limited** (hereinafter called 'the Company') for the financial year ended **31st March, 2016**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Alfa Transformers Limited** ("the Company") for the financial year ended on 31st March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 (the Act), and Rules made there under;
- (ii) The Companies Act, 1956 and Rules made there under, to the extent for specified sections in the Act, not yet notified;
- (iii) The Securities Contracts(Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable during the period under report)**
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period)
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**

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- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
  - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- (vii) Other Industry Specific laws applicable to the Company are:  
Being a Transformer (Electric) Industry, there are no specific laws applicable to the Company, which requires approvals or compliances under any Act or Regulations. But some general laws which are applicable to the Company are as follows:
1. Income Tax Act, 1961.
  2. The Negotiable Instruments Act, 1881.
  3. The Central Sales Tax and Odisha Value Added Tax Act. 2004 (VAT).
  4. Entry Tax Act, 1999.
  5. Professional Tax Act, 2000.
  6. The Central Excise Act, 1944.
  7. Service Tax.
  8. Provisions related to unfair and restrictive trade practices of Monopolies and Restrictive Trade Practices Act, 1969.
  9. Workmen's Compensation Act, 1923.
  10. Payment of Wages Act, 1936.
  11. Industrial Employment (Standing Orders) Act, 1946.
  12. Industrial Disputes, 1947.
  13. Minimum Wages Act, 1948.
  14. The Employees Provident Fund & Miscellaneous Provisions Act, 1959.
  15. Employment Exchange (Compulsory notification of Vacancies).
  16. Payment of Bonus Act' 1965.
  17. Apprentice Act, 1961.
  18. The Employees State Insurance Act, 1971.
  19. Gratuity Act, 1972.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice was given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



## ALFA TRANSFORMERS LIMITED

### (A) COMPOSITION OF BOARD :

During the financial year under review, the Board of Directors of the Company consists of the following Directors, as detailed below:

#### LIST OF DIRECTORS DURING THE FINANCIAL YEAR

Sl. No	Name of The Directors	Designation	Date of Appointment	Date of Cessation
1	Shri Dillip Kumar Das	Chairman & Managing Director	28.12.1982	—
2	Shri Deepak Kumar Das	Whole-time- Director & Chief Financial Officer	28.12.1982	—
3	Shri Debasis Das	Whole-time- Director (Marketing)	28.06.2004	—
4	Smt. Sujita Patnaik	Non Executive Director	13.08.2014	-
5	Shri Santosh Kumar Nanda	Non Executive & Independent Director	13.12.1993	—
6	Shri Sambit Mohanty	Non Executive & Independent Director	27.12.2001	—
7	Shri Nitai Chandra Pal	Non Executive & Independent Director	27.12.2001	-
8	Shri Niranjan Mohanty	Non Executive & Independent Director	22.12.2009	-
9	Shri Basuru Nageswar Rao Patnaik	Non Executive & Independent Director	29.01.2010	-
11	Ms. Krishna Panda	Company Secretary	03.01.2015	-

\* Shri Dillip Kumar Das, Chairman & Managing Director has been re-appointed as Chairman & Managing Director of the Company for a period of three years w.e.f. 7th August 2015.

\* Shri Debasis Das, Whole Time Director has been re-appointed as Whole Time Director of the Company for a period of three years w.e.f. 1st April, 2015.

The Board of Directors of the Company has been duly constituted with the proper balance of Executive, Non-Executive & Independent Directors, as there were Three (3) Executive Directors, 1 (One) Non Executive Director and Five (5) Non Executive & Independent Directors. No changes were taken place in the composition of the board of directors during the period under review.

### (B) BOARD MEETINGS:

During the financial year, four (4) Board Meetings were held as follows:

Board MeetingNo.	Date of Board Meeting	Name of Directors present	Name of Directors absent
195 <sup>th</sup>	29.05.2015	1. Santosh Kumar Nanda 2. Deepak Kumar Das 3. Debasis Das 4. Basuru Nageswar Rao Patnaik 5. Nitai Chandra Pal 6. Sambit Mohanty 7. Sujita Patnaik	1. Dillip Kumar Das 2. Niranjan Mohanty



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Board MeetingNo.	Date of Board Meeting	Name of Directors present	Name of Directors absent
196 <sup>th</sup>	13.08.2015	1. Dillip Kumar Das 2. Debasis Das 3. Santosh Kumar Nanda 4. Basuru Nageswar Rao Patnaik 5. Sujita Patnaik 6. Sambit Mohanty 7. Nitai Chandra Pal	1. Deepak Kumar Das 2. Niranjana Mohanty
197 <sup>th</sup>	14.11.2015	1. Dillip Kumar Das 2. Deepak Kumar Das 3. Debasis Das 4. Santosh Kumar Nanda 5. Niranjana Mohanty 6. Sambit Mohanty	1. Basuru Nageswar Rao Patnaik 2. Sujita Patnaik 3. Nitai Chandra Pal
198 <sup>th</sup>	11.02.2016	1. Dillip Kumar Das 2. Deepak Kumar Das 3. Santosh Kumar Nanda 4. Basuru Nageswar Rao Patnaik 5. Sambit Mohanty	1. Debasis Das 2. Nitai Chandra Pal 3. Sujita Patnaik 4. Niranjana Mohanty

The requisite quorum was present in all the Board Meetings held during the financial year as per the provisions of the Companies Act, 2013, Rules, Guidelines, Regulations, Standards and as per the requirements of the Articles of Association of the Company. All decisions at the Board Meetings and Committee Meetings were carried out unanimously and recorded in the minutes of the respective meetings.

### **Separate Meeting of the Independent Directors:**

As per the provisions of Section 149(8) read with Clause VII of Schedule IV of the Companies Act, 2013, two separate meetings of Independent Directors of the Company were held on 29st May, 2015 and 28th March, 2016.

### **(C) STATUTORY COMMITTEES OF THE BOARD:**

#### **I. Audit Committee:**

The Audit Committee of the Company has been constituted as per the provisions of Section 177 of the Companies Act, 2013, Rules, Guidelines, Regulations and Standards.

The Committee consists of the following Directors:

- |                            |          |
|----------------------------|----------|
| 1. Mr. Santosh Kumar Nanda | Chairman |
| 2. Mr. Nitai Chandra Pal   | Member   |
| 3. Mr. Sambit Mohanty      | Member   |
| 4. Mr. Niranjana Mohanty   | Member   |



## ALFA TRANSFORMERS LIMITED

During the financial year, Four (4) Audit Committee Meetings were held as follows:

Date of Meeting	Name of Members present	Name of Members absent
29.05.2015	1. Santosh Kumar Nanda 2. Nitai Chandra Pal 3. Sambit Mohanty	1. Niranjana Mohanty
13.08.2015	1. Santosh Kumar Nanda 2. Nitai Chandra Pal 3. Sambit Mohanty	1. Niranjana Mohanty
14.11.2015	1. Santosh Kumar Nanda 2. Niranjana Mohanty 3. Sambit Mohanty	1. Nitai Chandra Pal
11.02.2016	1. Santosh Kumar Nanda 2. Sambit Mohanty	1. Nitai Chandra Pal 2. Niranjana Mohanty

### **II. Nomination & Remuneration Committee:**

The Nomination & Remuneration Committee of the Company has been constituted as per the provisions of Section 177 of the Companies Act, 2013, Rules, Guidelines, Regulations and Standards.

The Committee consists of the following Directors:

1. Mr. Santosh Kumar Nanda      Chairman
2. Mr. Nitai Chandra Pal      Member
3. Mr. Sambit Mohanty      Member
4. Mr. Debasis Das      Member

During the financial year, One (1) Nomination & Remuneration Committee Meeting was held as follows:

Date of Meeting	Name of Members present	Name of Members absent
29.05.2015	1. Santosh Kumar Nanda 2. Nitai Chandra Pal 3. Sambit Mohanty 4. Debasis Das	All members were present in the meeting.

### **III. Share Transfer & Investor Grievance Committee:**

The Committee consists of the following members :

1. Mr. Basuru Nageswar Rao Patnaik      Chairman
2. Mr. Deepak Kumar Das      Member
3. Mr. Debasis Das      Member

During the financial year, One (1) Share Transfer & Investor Grievance Committee Meeting was held as follows:

Date of Meeting	Name of Members present	Name of Members absent
10.02.2016	1. Basuru Nageswar Rao Patnaik 2. Deepak Kumar Das 3. Debasis Das	All members were present in the meeting.

We further report that as per the explanations given to us there are adequate systems and processes exist in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that;

**During the audit period the company has taken following actions which have a major bearing on the affairs of the Company:**

- 1) In the 33rd Annual General Meeting, the share holders of the Company has approved the proposal to sell, dispose, transfer, lease, etc. any one Bhubaneswar unit to any person or persons including any subsidiary of the Company or any other Company for the consideration and on the terms and conditions as may be determined by the Board of Directors of the Company.

**For Saroj Ray & Associates  
Company Secretaries**

**CS Saroj Kumar Ray, FCS**

**Partner**

**C P No: 3770, FCS : 5098**

**Date: 26.05.2016  
Place: Bhubaneswar**

**(This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report)**

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### **ANNEXURE – A**

To,  
The Members  
Alfa Transformers Limited  
3337 Mancheswar Industrial Estate  
Bhubaneswar, Odisha-751017

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed by the Company provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 26.05.2016  
Place: Bhubaneswar

For Saroj Ray & Associates  
Company Secretaries  
CS Saroj Kumar Ray, FCS  
Partner  
C P No: 3770, FCS : 5098



ALFA TRANSFORMERS LIMITED

## ANNEXURE “E” TO THE DIRECTORS REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

### I. REGISTRATION & OTHER DETAILS :

1.	CIN	L31102OR1982PLC 001151
2.	Registration Date	28/12/1982
3.	Name of the Company	ALFATransformers Limited
4.	Category/Sub-category of the Company	Company Limited by shares/ India Non- Government Company
5.	Address of the Registered office & contact details	Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar –751010
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata-700026 Phone: 4072-4051 to 53, Fax: 4072-4054

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing and Repairs of transformers	3602	100%

### III. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category-wise Share Holding	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	1526656	21200	1547856	28.87	1547312	0	1547312	28.87	–
b) Central Govt	–	–	–	–	–	–	–	–	–
c) State Govt(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	1248858	0	1248858	23.29	1285771	0	1285771	23.98	0.68
<b>Total shareholding of Promoter (A)</b>	<b>2775514</b>	<b>21200</b>	<b>2796714</b>	<b>52.17</b>	<b>2833083</b>	<b>0</b>	<b>2833083</b>	<b>52.85</b>	<b>0.68</b>

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Category-wise Share Holding	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	125751	3500	129251	2.41	123951	3500	127451	2.37	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	892373	213952	1106325	21.64	848127	113052	1061179	19.79	(1.85)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	790086	0	790086	14.74	808263	0	808263	15.07	0.33
c) Others (specify)									
Non Resident Indians	489724	47900	537624	10.03	486124	43900	530024	9.88	(0.15)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>2297934</b>	<b>265352</b>	<b>2563286</b>	<b>47.82</b>	<b>2266465</b>	<b>260452</b>	<b>2526917</b>	<b>47.14</b>	<b>(.68)</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2297934	2563286	265352	47.82	2266465	260452	2526917	47.14	(.68)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>5073448</b>	<b>286552</b>	<b>5360000</b>	<b>100</b>	<b>5099548</b>	<b>260452</b>	<b>5360000</b>	<b>100</b>	<b>-</b>



## ALFA TRANSFORMERS LIMITED

### B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DILLIP KUMAR DAS	1156311	19.70	-	1156511	19.71	-	0.01
2	INDUSTRIAL DESIGNS & SERVICES PVT. LTD	687582	12.82	-	680842	12.70	-	(0.12)
3	M/S GALAXY MEDICARE LTD	408376	7.61	-	439248	8.19	-	0.58
4	ORICON INDUSTRIES PVT. LIMITED	152900	2.85	-	165681	3.09	-	0.24
5	DEBASIS DAS	121683	2.27	-	121683	2.27	-	0
6	GETISHREE DAS	69161	1.29	-	69161	1.36	-	0.07
7	DILLIP KUMAR DAS (HUF)	88953	1.65	-	88953	1.65	-	0
8	DEEPAK KUMAR DAS	57000	1.06	-	57000	1.06	-	0
9	ANINDITA DAS	42008	0.78	-	42008	0.78	-	0
10	SUBHASIS DAS	41659	0.77	-	41659	0.77	-	0
11	ADITYA DAS	21000	0.39	-	21000	0.39	-	0
12	PARMITA DAS	27001	0.50	-	27001	0.50	-	0
13	KIRAN DAS	12390	0.23	-	12390	0.23	-	0
14	LOPA DAS	5990	0.11	-	5990	0.11	-	0
15	SANDHYA DAS	4500	0.84	-	-	-	-	(.84)
16	SANTOSH KU. PATNAIK	200	.003	-	-	-	-	(0.003)

### C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>DILLIP KUMAR DAS</b>	1156311	19.70	1156311	19.70
	Add: Purchase On 10/02/2016	-	-	200	0.01
	<b>At the end of the year</b>	-	-	<b>1156511</b>	<b>19.71</b>
2	<b>INDUSTRIAL DESIGNS &amp; SERVICES PVT. LTD</b>	687582	12.82	687582	12.82
	less: sale on 01/01/2016	-	-	(25000)	(0.46)
	Add: purchase on 21.01.16	-	-	17500	0.33
	Add: purchase on 01/02/16	-	-	760	0.014
	<b>At the end of the year</b>	-	-	<b>680842</b>	<b>12.70</b>
3.	<b>ORICON INDUSTRIES PVT. LIMITED</b>	152900	2.85	152900	2.85
	Add: Purchase during the year (Apr-Aug 15)	-	-	12781	0.24
	<b>At the end of the year</b>	-	-	<b>1,65,681</b>	<b>3.09</b>
4	<b>M/S GALAXY MEDICARE LTD</b>	408376	7.61	408376	7.61
	Add: purchase on	-	-	30872	0.58
	<b>At the end of the year</b>	-	-	<b>439248</b>	<b>8.19</b>

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**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Dillip Kumar Das	1056311	19.70	1056311	19.70
	Add: During the year	–	–	200	0.01
	At the end of the year	–	–	<b>1056511</b>	<b>19.71</b>
2	Industrial Designs & Services Pvt. Ltd	687582	12.82	687582	12.82
	Less: Buy/Sale during the year	–	–	(6740)	(0.126)
	At the end of the year	–	–	<b>680842</b>	<b>12.70</b>
3	M/S Galaxy Medicare Ltd	408376	7.64	408376	7.64
	Add: During the year	–	–	30872	0.58
	At the end of the year	–	–	<b>439248</b>	<b>8.19</b>
4	K.Shiva Kumar	293153	5.46	293153	5.46
	Add: During the year	–	–	27828	0.52
	At the end of the year	–	–	<b>320981</b>	<b>5.98</b>
5	Prashant Kothari	268000	5.00	<b>268000</b>	<b>5.00</b>
6	Sujata Vithalrao Cowlegi	200000	3.73	<b>200000</b>	<b>3.73</b>
7	Oricon Industries Pvt Ltd.	152900	2.85	152900	2.85
	Add: During the year	–	–	12781	0.24
	At the end of the year	–	–	<b>165681</b>	<b>3.09</b>
8	Debasis Das	121683	2.27	<b>121683</b>	<b>2.27</b>
9	Daga Anjana Sandeep	106419	1.98	<b>106419</b>	<b>1.98</b>
10	Dillip Kumar Das (HUF)	88953	1.65	<b>88953</b>	<b>1.65</b>

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Dillip Kumar Das	1056311	19.70	1056311	19.70
	Add: During the year	–	–	200	0.01
	At the end of the year	–	–	1056511	19.71
2	Deepak Kumar Das	57000	1.06	57000	1.06
	Add: During the year	–	–	–	–
	At the end of the year	–	–	57000	1.06
3.	Debasis Das	121683	2.27	121683	2.27
	Add: During the year	–	–	–	–
	At the end of the year	–	–	121683	2.27



## ALFA TRANSFORMERS LIMITED

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

PARTICULARS	Secured Loans excluding deposits				Unsecured Loans	Deposits	Total Indebtedness
	Cash Credit		Term Loan Axis Bank	Vehicle Loan			
	SBI	Axis Bank					
<b>Indebtedness at the beginning of the financial year</b>							
i) Principal Amount	516.18	143.20	-	2.89	26.60	-	688.87
ii) Interest due but not paid	-	-	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>516.18</b>	<b>143.20</b>	<b>-</b>	<b>2.89</b>	<b>26.60</b>	<b>-</b>	<b>688.87</b>
<b>Change in Indebtedness during the financial year</b>							
* Addition	1300.47	2127.45	75.00	-	41.00	-	3,543.92
* Reduction	1225.00	2051.62	-	1.78	0.06	-	3,278.46
<b>Net Change</b>	<b>75.47</b>	<b>76.83</b>	<b>75.00</b>	<b>(1.11)</b>	<b>40.94</b>	<b>-</b>	<b>265.46</b>
<b>Indebtedness at the end of the financial year</b>							
i) Principal Amount	519.65	219.03	75.00	1.11	67.54	-	882.33
ii) Interest due but not paid	-	-	0.12	-	-	-	0.12
iii) Interest accrued but not due	-	-	-	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>519.65</b>	<b>219.03</b>	<b>75.12</b>	<b>1.11</b>	<b>67.54</b>	<b>-</b>	<b>882.45</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration				Total Amount
		Dillip Kumar Das	Deepak Kumar Das	Debasis Das	
1	Gross salary	13,80,000	7,20,000	7,20,000	28,20,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,20,000	49,945	31,350	2,01,295
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission-as % of profit-others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>14,67,436</b>	<b>7,88,939</b>	<b>7,60,364</b>	<b>30,16,739</b>



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### B. Remuneration to other directors

SN	Particulars of Remuneration	Name of Directors					Total Amount
		N.C PAL	S.K NANDA	B.N.R PATNAIK	NIRANJAN MOHANTY	SAMBIT MOHANTY	
1	Independent Directors Fee for attending Board / Committee Meetings	2000	2000	2000	2000	NIL	8000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1) Financial Year	4000	8000	6000	8000	NIL	26000
2	Other Non-Executive Directors	Sujita Patnaik (Woman Director)	-	-	-	-	-
	Fee for attending Board or Committee Meetings	NIL	-	-	-	-	NIL
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	NIL	-	-	-	-	NIL
	Total (B)=(1+2)	4000	8.000	6.000	8.000	NIL	26,000
	Total Managerial Remuneration	NIL	-	-	-	-	-

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		2,52,000	7,20,000	9,72,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	49,945	49,945
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit others, specify...				
5	Others, please specify				
	Total		2,52,000	7,69,945	10,21,945

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority[RD / NCLT/ COURT]	Appeal made,if any (give Details)
<b>A. Company :</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. Director :</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. Other Officers in Default :</b>					
Penalty			None		
Punishment					
Compounding					



**ALFA TRANSFORMERS LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

**To the Members of Alfa Transformers Limited**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **ALFA TRANSFORMERS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

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### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order 2016 (the 'Order') issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act, , we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and returns;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act,;
  - (f) As required under Section 143 (3) (i) of the Companies Act, 2013 we report in Annexure B, on existence of adequate internal financial controls systems and its operating effectiveness for the financial year 2015-16; and.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - i. The Company does not have any pending litigations which would impact its financial position - Refer Para No. -8 of Note - 26 to the Standalone Financial Statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For A.K. Sabat & Co**  
Chartered Accountants  
(Firm's Registration No: 321012E)

**(S. CHAND)**  
(Partner)  
(Membership No. 050063)

Bhubaneswar  
Date: 27th May,2016



**ANNEXURE A TO INDEPENDENT AUDITORS' REPORT**

**Annexure - A referred to in paragraph 1 of the Report on Other Legal and Regulatory Requirements Paragraph of our Report of even date to the numbers of ALFA TRANSFORMERS LIMITED on the Standalone Financial Statements for the Company for the year ended 31<sup>st</sup> March, 2016.**

We report that

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and location of its fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regards to the size of the Company and the nature of its assets.
- (c) The title deeds of the immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable interval and no material discrepancies were noticed on such verification.
- (iii) According to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act"). Accordingly, the provisions of clause 3 (iii) (b) & (c) of the order are not applicable to the Company and hence not commented upon.
- (iv) As per information and explanations given to us, there are no loans, investments, guarantees and securities to which provisions of Section 185 or 186 of the Act are applicable and hence commenting on compliance of above provisions does not arise.
- (v) The Company has not accepted any deposits from the public, consequently the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable and hence not commented upon.
- (vi) We have broadly reviewed the cost records maintained by the Company including the records prescribed by the Central Government under Section 148(1) of the Companies Act, for the products of the Company and are of the opinion that prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is regular in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at 31 March 2016 for a period of more than 6 months from the date they became payable except Rs 27,645/- respect of entry tax.

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(b) Details of disputed statutory dues which have not been deposited on account of any dispute are given below:

Name of the Statute	Period	Dispute (in brief)	Disputed Amount Rs.	Forum where dispute is pending
Income Tax Act, 1961	1994-95	Deduction U/S 80 I disallowed in assessment	2,77,227	High Court of Orissa
Income Tax Act, 1961	1995-96	Deduction U/S 80 I disallowed in assessment	2,71,209	High Court of Orissa
Income Tax Act, 1961	2006-07	Disallowance of Deposit / advances written off, loss on discarded assets.	11,90,020	Income Tax Appellate Tribunal, Cuttack
Income Tax Act, 1961	2009-10	Disallowance of expenses	23,860	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	2010-11	Disallowance of advances written off, loss on discarded assets Disallowance of expenses	5,960	Commissioner of Income Tax (Appeals)
Central Sales Tax, 1956	1989-90	Disallowance of CST exemption	2,51,039	High Court of Orissa
Central Sales Tax, 1956	1990-91	Disallowance of CST exemption	1,08,000	Commissioner of Sales Tax, Bhubaneswar
Central Sales Tax, 1956	1991-92	Disallowance of CST exemption	15,50,740	Sales Tax Tribunal
The Orissa Sales Tax Act, 1947	1996-97	Disallowance of Price Variation Bill	73,008	Sales Tax Tribunal
The Orissa Sales Tax Act, 1947	2003-04	Wanting Form IV & XXXIV	6,62,384	Assistant Commissioner of Sales Tax
The Orissa Entry Tax Act, 1999	2004-05	Demand on Purchase of Raw Materials	2,77,791	Sales Tax Tribunal, Cuttack
The Orissa Entry Tax Act, 1999	2005-06	Demand on Purchase of Raw Materials	87,06,714	Orissa High Court, Cuttack
Central Sales Tax, 1956	2012-14	Disallowance of CST exemption	2,25,068	JCST, Bhubaneswar Range Bhubaneswar
Service Tax (Finance Act 1994)	July 12 to March 15	Service Tax on Manpower Service	4,01,388	Commissioner of Customs, Central Excise & Service Tax



## ALFA TRANSFORMERS LIMITED

- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders.
- (ix) As per information and explanations given to us, the company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year. The term loans were applied for the purposes for which those were raised.
- (x) During the course of our examination of books of account carried out in accordance with the generally accepted auditing practices in India and in our opinion and as per information and explanations given to us no fraud by the company or on the company by its officers or employees has been noticed or reported during the year;
- (xi) As per examination of books of accounts and as per information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule - V to the Act.
- (xii) As the company is not a Nidhi company reporting under Para 3 (xii) of the order is not applicable;
- (xiii) Based on our examination of books of accounts and as per information and explanations given to us, all transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards;
- (xiv) As per information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting under Para 3 (xiv) of the Order is not applicable;
- (xv) The company does not have any non cash transactions with directors or persons connected with directors.
- (xvi) As per information and explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **A. K. Sabat & Co**  
Chartered Accountants  
(Firm's Registration No: 321012E)

**(S. CHAND)**  
(Partner)  
(Membership No. 050063)

Bhubaneswar  
Date: 27/05/2016

## *Annual Report 2016*

**Annexure B referred to in paragraph 2(f) of Report on Other Legal and Regulatory Requirements paragraph of our report of even date to the members of ALFA TRANSFORMERS LIMITED on the accounts of the Company for the year ended 31st March, 2016.**

We have audited the internal financial controls over financial reporting of Oil India Limited("the Company") as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for laying down and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, to the extent applicable to an audit of internal financial controls and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note"), both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## ALFA TRANSFORMERS LIMITED

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A. K. Sabat & Co**  
Chartered Accountants  
(Firm's Registration No: 321012E)

**(S. CHAND)**  
(Partner)  
(Membership No. 050063)

Bhubaneswar  
Date: 27th May,2016



## Annual Report 2016

### BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2016

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2016		As at 31st March 2015	
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' Funds</b>					
(a) Share Capital	1	536.00		536.00	
(b) Reserves and Surplus	2	1014.88		1069.24	
			1550.88		1605.24
<b>2 Non-Current Liabilities</b>					
(a) Long-Term Borrowings	3	66.86		0.89	
(b) Deferred Tax Liabilities (Net)	4	112.89		112.89	
(c) Long-Term Provisions	5	22.45		20.86	
			202.20		134.64
<b>4 Current Liabilities</b>					
(a) Short-Term Borrowings	6	878.22		685.98	
(b) Trade Payables	7	447.03		686.52	
(c) Other Current Liabilities	8	122.28		118.85	
(d) Short-Term Provisions	9	1.63		1.92	
			1449.16		1493.27
<b>TOTAL</b>			<b>3202.24</b>		<b>3233.15</b>
<b>II. ASSETS</b>					
<b>1 Non-Current Assets</b>					
(a) Fixed Assets					
(i) Tangible Assets	10	1316.49		1439.49	
(ii) Intangible Assets	10	3.16		5.00	
(b) Non-Current Investments	11	13.34		13.34	
(c) Long-Term Loans & Advances	12	55.33		57.43	
			1388.32		1515.26
<b>2 Current assets</b>					
(a) Inventories	13	1014.63		879.15	
(b) Trade Receivables	14	511.26		567.47	
(c) Cash and Cash equivalents	15	237.87		198.26	
(d) Short-Term Loans & Advances	16	42.78		68.60	
(e) Other Current Assets	17	7.38		4.41	
			1813.92		1717.89
<b>TOTAL</b>			<b>3202.24</b>		<b>3233.15</b>
SIGNIFICANT ACCOUNTING POLICIES	25				
ADDITIONAL NOTES ON ACCOUNTS	26				

THE NOTES REFERRED ABOVE FORM PART OF FINANCIAL STATEMENTS.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR A.K.SABAT & CO  
CHARTERED ACCOUNTANTS

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

S.CHAND  
PARTNER  
Membership No.050063  
BHUBANESWAR  
DATED : 27th May 2016

KRISHNA PANDA  
COMPANY SECRETARY



**ALFA TRANSFORMERS LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016**

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March,2016	For the year ended 31st March,2015
I. Revenue from Operations	18	2693.08	2645.57
II. Other Income	19	22.55	16.47
<b>III. Total Revenue (I + II)</b>		<b>2715.63</b>	2662.04
<b>IV. EXPENDITURE :</b>			
Cost of Materials Consumed	20	2119.63	1934.09
Changes in Inventories of Finished Goods Work-in-Progress	21	(193.03)	(19.10)
Employee Benefits Expenses	22	133.56	128.37
Finance Costs	23	165.21	164.17
Depreciation and Amortization expense	10	135.28	152.81
Other Expenses	24	410.87	401.40
<b>Total Expenses</b>		<b>2771.52</b>	<b>2761.74</b>
<b>V. Profit/(Loss) Before Exceptional and Extraordinary Items and Tax (III-IV)</b>		(55.89)	(99.70)
VI. Exceptional Items		—	—
<b>VII. Profit/(Loss) Before Extraordinary Items and Tax (V - VI)</b>		(55.89)	(99.70)
VIII. Extraordinary Items		—	—
<b>IX. Profit/(Loss) Before Tax (VII- VIII)</b>		(55.89)	(99.70)
<b>X Tax Expenses:</b>			
(1) Current Tax		—	—
(2) Income Tax earlier year		1.53	—
(3) Deferred Tax Assets/(Liabilities) [Net]		—	—
<b>XI Profit/(Loss) for the period (IX-X)</b>		<b>(54.36)</b>	<b>(99.70)</b>
XII Earnings Per Equity Share (of face value ₹10/-each)			
(1) Basic & Diluted (in ₹)		(1.01)	(1.86)
SIGNIFICANT ACCOUNTING POLICIES	25		
ADDITIONAL NOTES ON ACCOUNTS	26		

THE NOTES REFERRED ABOVE FORM PART OF FINANCIAL STATEMENTS.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR A.K.SABAT & CO  
CHARTERED ACCOUNTANTS

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

S.CHAND  
PARTNER  
Membership No.050063  
BHUBANESWAR  
DATED : 27th May 2016

KRISHNA PANDA  
COMPANY SECRETARY

## Annual Report 2016

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lakhs)

PARTICULARS	Year Ended 31-03-2016	Year Ended 31-03-2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Interest, Taxes & Extraordinary Items	109.29	64.47
Add :		
Depreciation	135.29	152.81
Bad Debts Written off/Provisions & Liquidated Damages etc.	45.81	89.43
	<b>290.39</b>	<b>306.69</b>
<b>Less :</b>		
Interest Income	24.35	21.30
Foreign Exchange Gain/ (Loss) (Net)	0.45	(1.58)
Profit/ (Loss) on Sale of Assets & Discarded (Net)	0.20	1.41
Balances written back	1.54	39.79
	<b>26.54</b>	<b>60.92</b>
Operating Profit / (Loss) before Working		
Capital Changes	263.85	245.77
Adjustment for;		
Inventories - Decrease / (Increase)	(135.47)	(88.91)
Trade & Other Receivables- Decrease/( Increase)	9.18	(210.97)
Trade Payables & Provisions- Decrease/ (Increase)	(240.82)	250.70
<b>Cash Generated From Operations</b>	<b>(103.26)</b>	<b>196.59</b>
Less: Income Tax( Paid)/Refunded	7.04	1.92
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(96.22)</b>	<b>198.51</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Additions of Fixed Assets & Capital Work-in-Progress	(13.14)	(21.61)
Proceeds on Sale of Fixed Assets	-	51.06
Interest Received	24.35	21.30
Short Term Loans & Advances	23.99	54.38
Decrease in Investment	-	-
(Increase)/ Decrease in Fixed Deposit	(24.52)	(51.70)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>10.68</b>	<b>53.43</b>



**ALFA TRANSFORMERS LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>Year Ended 31-03-2016</b>	<b>Year Ended 31-03-2015</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Increase/ (decrease) in secured borrowings	265.58	(92.58)
Payment of Interest	(164.95)	(164.17)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>100.63</b>	<b>(256.75)</b>
Net Increase in cash and cash equivalents(A+B+C)	15.09	(4.81)
Cash and cash equivalents as on 31-03-2015	52.45	57.25
<b>CASH &amp; CASH EQUIVALENTS AS ON 31-03-2016</b>	<b>67.54</b>	<b>52.45</b>
Cash and Cash Equivalents comprises		
— Cash	2.81	1.41
— Balance with Schedule Banks	0.99	6.88
— Deposits maturing within three months	63.74	44.16
	<b>67.54</b>	<b>52.45</b>

Note :

1. All figures in brackets are outflow of cash.
2. Cash flow statement has been prepared under the indirect method as set out in Accounting Standard-3 issued by the Institute of Chartered Accountants of India.
3. Movement in Fixed Deposits shown under Investing Activities pertain to Fixed deposits having tenure of more than three months
4. Previous year figures regrouped/recast where ever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR A.K.SABAT & CO  
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

S.CHAND  
PARTNER  
Membership No.050063  
BHUBANESWAR  
DATED : 27th May 2016

KRISHNA PANDA  
COMPANY SECRETARY

## Annual Report 2016

### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

#### 1. SHARE CAPITAL

( ₹ in Lakhs )

Particulars	As at 31st March 2016		As at 31st March 2015	
	No. of Shares in lakhs	Amount	No. of Shares in lakhs	Amount
<b>Authorised Share Capital</b>				
Equity Shares of Rs. 10/- Each	120.00	1200.00	120.00	1200.00
<b>Issued , Subscribed &amp; Paid up:</b>				
Equity Shares pf Rs. 10/- each fully paid up	53.60	536.00	53.60	536.00
<b>Total</b>	<b>53.60</b>	<b>536.00</b>	<b>53.60</b>	<b>536.00</b>

#### a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year :

Particulars	As at 31st March 2016		As at 31st March 2015	
	No. of Shares	Amount ( ₹ in Lakhs )	No. of Shares	Amount ( ₹ in Lakhs )
Shares outstanding at the beginning of the year	536000	5360000	536000	5360000
Share Issued during the year	—	—	—	—
Shares brought back during the year	—	—	—	—
Shares outstanding at the end of the year	536000	5360000	536000	5360000

#### b) Terms/rights attached to equity shares :

The Company has only one class of equity shares having par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approvals of the shareholders in the Annual General Meeting. The Company declares and pays dividend in Indian Rupees.

#### c) Details of Shareholders holding more than 5% shares :

( ₹ in Lakhs )

Name of Shareholders	As at 31st March 2016		As at 31st March 2015	
	No. of Shares in lakhs	% held	No. of Shares in lakhs	% held
Dillip Kumar Das	10.57	19.72%	10.57	19.72%
Industrial Designs & Services Limited	6.81	12.70%	6.88	12.83%
Galaxy Medicare Limited	4.39	8.19%	4.08	7.62%
K Shiva Kumar	3.21	5.99%	2.93	5.47%
Prashant Kothari	2.68	5.00%	2.68	5.00%

#### 2. RESERVES AND SURPLUS

( ₹ in Lakhs )

Particulars	As at 31st March 2016	As at 31st March 2015
<b>a. Capital Reserves</b>		
<b>State Investment Subsidy</b>		
Opening Balance as per Last Balance Sheet	9.92	9.92
Add : Current Year Transfer	—	—
Less : Written Back in Current Year	—	—
Closing Balance	9.92	9.92
<b>b. Share Premium Account</b>		
Opening Balance as per Last Balance Sheet	983.70	983.70
Add : Current Year Transfer	—	—
Less : Written Back in Current Year	—	—
Closing Balance	983.70	983.70
<b>c. General Reserve</b>		
Opening Balance as per Last Balance Sheet	596.02	600.00
Add : Adjusted as per SCH-II, Note 7(b) of Companies Act 2013	—	(10.41)
Add : Transferred from Revaluation Reserve	2.94	6.43
Closing Balance	598.96	596.02
<b>d. Revaluation Reserve</b>		
Opening Balance as per Last Balance Sheet	65.69	72.69
Less : Transferred to General Reserve	(2.94)	(6.43)
Less : Transferred on Sale of Assets	—	(0.57)
Closing Balance	62.75	65.69
<b>e. Profit and Loss Account</b>		
Opening Balance as per Last Balance Sheet	(586.09)	(486.39)
Less : Profit/( Loss) for the year	(54.36)	(99.70)
Closing Balance	(640.45)	(586.09)
<b>Total</b>	<b>1014.88</b>	<b>1069.24</b>

**ALFA TRANSFORMERS LIMITED****3. LONG TERM BORROWINGS****( ₹ in Lakhs )**

Particulars	As at 31st March 2016	As at 31st March 2015
<b>SECURED LOAN</b>		
a. Term Loans		
From Axis Bank Limited	66.30	—
b. Vehicle Loan		
From Kotak Mahindra Bank	0.56	0.89
<b>Total</b>	<b>66.86</b>	<b>0.89</b>

**Terms and Conditions Secured Term Loans as set out below :**

Particulars	Term Loan Axis Bank	Kotak Mahindra Bank Vehicle Loan	
		Vehicle-I	Vehicle-II
Period of maturity with reference to Balance Sheet date	71 Months	1 Month	26 Months
Number of Instalments outstanding as at 31st March,2016	71	1	26
Outstanding Amount of Instalments as at 31st March,2016	75.00	0.12	0.99
Rate of Interest	13.95%	10.44%	10.60%

**The Term Loan availed from Axis Bank Limited is secured by :**

Collateral Security :

- Hypothecation charge on all the movable fixed assets, furniture/ fixtures both present and future of the company at its vadodara unit (except specific assets charged to other Banks/FIs and vehicles)
- Extension of Euitable Mortgage over lease hold right of the industrial land and factory building at Plot No. 1046 to 1048, GIDC Estate, Waghodia, Vadodara, Gujarat measuring 4489.47 SQ. mt registered in the name of the Company.

**4. DEFERRED TAX LIABILITY (Net)****( ₹ in Lakhs )**

Particulars	As at 31st March 2016	As at 31st March 2015
I. Deferred Tax Liability :		
Related to Fixed Assets	(246.46)	(265.15)
	(246.46)	(265.15)
II. Deferred Tax Assets :		
a) Timing Difference for various items restricted on the basis of payment	5.13	7.41
b) Provision for Doubtful debts	—	8.20
c) Unabsorbed Depreciation/ Business Loss (Restricted)*	128.44	136.65
d) Total Deferred Tax Assets (a+b+c)	133.57	152.26
III. Deferred Tax Liability (Net) (I-II)	(112.89)	(112.89)

\*The Company has been recognising in the financial statements the deferred tax assets/ liabilities, in accordance with Accounting Standard 22 "Accounting of Taxes on Income" issued by the Institute of Chartered Accountants of India. During the year, the Company has charged/(credited) to the Statement of Profit and Loss with Deferred Tax Asset (Net) of Rs NIL [ Previous year- Nil ] by restricting the quantum Deferred Tax Assets to the quantum of Deferred Tax Liability and accordingly making Deferred Tax element recognition at NIL during the year.

**5. LONG TERM PROVISIONS****( ₹ in Lakhs )**

Particulars	As at 31st March 2016	As at 31st March 2015
<b>(a) Provision for Employee benefits</b>		
Gratuity (Non-funded) *	20.26	19.15
Leave Encashment (Non-Funded)	2.19	1.71
<b>Total</b>	<b>22.45</b>	<b>20.86</b>

\* Includes provision for Managing Director and Wholetime Director which has been computed on the basis of fifteen days salary for each completed year of service.

## Annual Report 2016

### 6. SHORT TERM BORROWINGS

( ₹ in Lakhs )

Particulars	As at 31st March 2016	As at 31st March 2015
<b>SECURED LOAN</b>		
a. Working Capital Loan		
From State Bank of India	591.65	516.18
From Axis Bank Limited	219.03	143.20
	810.68	659.38
<b>UN-SECURED LOAN</b>		
Loan From Phoneix Surgicare Private Limited	26.54	26.60
Loan From Oricon Industries Private Limited	41.00	--
	67.54	26.60
<b>Total</b>	<b>878.22</b>	<b>685.98</b>

**a) The Working Capital Loan availed from State Bank of India is secured by :**

**Primary Security :**

- i. Hypothecation of Company's Stock & Receivables and other current assets at Bhubaneswar unit both present and future.

**Collateral Security :**

- i. Equitable Mortgage over land & building at Revenue Plot No. 4768 (P), Khata No. 1076 relating to IDCO Plot No. 2(P) in Revenue Mouza-Gadakan in IDCOs Industrial Estate at Mancheswar within Village limits of Gadakan, P.S - Mancheswar, Tahsil-Bhubaneswar, Dist-Khurda, Odisha of area Acres 0.826 Leasehold Property: Lessor: IDCO, Lessee : Alfa Transformers Limited.
- ii. Equitable Mortgage over factory land & building at Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar (Acres-1.50, Constructed area of 52648 Sqft), Leasehold Property : Lessor : ICO, Lessee : Alfa Transformers Limited.
- iii. Equitable Mortgage of Company's Properties of Flat No. 7, Block -A, Lord Gunjan Apartment , Bhubaneswar, Built up area of 1470 Sq.ft and Carpet area of 1270 Sq.ft.
- iv. First charge on fixed assets of the Company at Bhubaneswar Unit (two campuses) other than Factory Land & Building and assets financed by State Bank of India, Commercial Branch, Bhubaneswar.

**Guarantee :**

- i. Personal Guarantees given by three Directors including Managing Director.

**b) The Working Capital Loan availed from Axis Bank Limited is secured by :**

The Term Loan availed from Axis Bank Limited is secured by :

**Primary Security :**

- i. Hypothecation charge on the entire Current Assets (both present and future) of Vadodara unit of the Company.

**Collateral Security :**

- i. Hypothecation charge on all the movable fixed assets, furniture/ fixtures both present and future of the company at its vadodara unit (except specific assets charged to other Banks/FIs and vehicles).
- ii. Extension of Euitable Mortgage over lease hold right of the industrial land and factory building at Plot No. 1046 to 1048, GIDC Estate, Waghodia, Vadodara, Gujarat measuring 4489.47 SQ. mt registered in the name of the Company.

**Guarantee :**

- i. Personal Guarantees given by three Directors including Managing Director.

Particulars	State Bank of India Cash Credit	Axis Bank Ltd. Cash Credit
Preiod of maturity with reference to Balance Sheet date	Renewal every year	Renewal every year
Outstanding amount as at 31st March,2016 (Rs. In lakhs)	591.65	219.03
Rate of Interest	Base Rate Plus 5.00%	Base Rate Plus 4.50%
Overdue amount and Period	Nil	Nil

**ALFA TRANSFORMERS LIMITED****7. TRADE PAYABLE****(₹ in Lakhs)**

Particulars	As at 31st March 2016	As at 31st March 2015
a) Trade Payables	421.30	654.78
b) Others	25.73	31.74
<b>Total</b>	<b>447.03</b>	<b>686.52</b>

7.1 Trade Payables includes Rs. 85.90 lakhs (Previous Year-Rs.89.11 lakhs) due to Micro, Small and Medium Enterprises based on available information with the Company details of which are as follows :

**(₹ in Lakhs)**

Particulars	As at 31st March 2016	As at 31st March 2015
Principal amount due and remaining unpaid	85.90	89.11
Interest due on above and the unpaid interest	1.76	0.69
Interest paid during the year	—	—
Payment made beyond the appointed day during the year	—	—
Interest due and payable for the period of delay	1.76	0.69
Interest accrued and remaining unpaid	1.76	0.69
Amount of further interest remaining due and payable in succeeding years.	—	—

Note : Note: This information to be disclosed as required under the Micro, Small and Medium Enterprises Development Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the Company.

**8. OTHER CURRENT LIABILITIES****(₹ in Lakhs)**

Particulars	As at 31st March 2016	As at 31st March 2015
(a) Current maturities of long-term debt *	9.37	2.00
(b) Unpaid dividends	3.29	3.29
(c) Creditors for Capital Goods	3.28	19.90
(d) Other Liabilities		
i. Advance from Customers	23.91	31.66
iii. Statutory Liabilities	42.81	28.52
iv. Liabilities for Expenses	23.24	19.03
v. Payable to employees	16.38	14.45
<b>Total</b>	<b>122.28</b>	<b>118.85</b>

\* Details of Current Maturities of Long Term Debt :

a. Term Loans		
From Axis Bank Limited	8.82	—
b. Vehicle Loan from Bank		
From Kotak Mahindra Bank	0.55	2.00
<b>Total</b>	<b>9.37</b>	<b>2.00</b>

**9. SHORT TERM PROVISIONS****(₹ in Lakhs)**

Particulars	As at 31st March, 2016	As at 31st March, 2015
(a) Provision for employee benefits		
Leave Encashment (Non-Funded)	1.63	1.92
<b>Total</b>	<b>1.63</b>	<b>1.92</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

10. FIXED ASSETS

(₹ in Lakhs)

a) Fixed Assets as at 31st March, 2016

DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK			
	Cost as at 31-03-2015	Additions during the year	Sale/adjustment during the year	Cost as at 31-03-2016	Up to 31-03-2015	For the Period	Transferred to General Reserve	On Sale/adjustment during the year	Up to 31-03-2016	As at 31-03-2016	As at 31-03-2015
<b>TANGIBLE ASSETS :</b>											
Land	239.30	—	—	239.30	—	—	—	—	—	239.30	239.30
Office Building	68.97	—	—	68.97	18.81	2.45	—	—	21.26	47.71	50.16
Factory Shed	480.00	—	—	480.00	226.20	13.79	—	—	239.99	240.01	253.78
Main Plant & Machinery	1227.65	1.09	5.74	1223.00	519.55	87.31	—	3.83	603.03	619.97	708.10
Testing Equipments	108.19	4.69	—	112.88	57.77	5.92	—	—	63.69	49.19	50.42
Material Handling Equipments	142.88	4.49	—	147.37	79.44	7.68	—	—	87.12	60.25	63.44
Electrical Installations	81.21	—	2.46	78.75	51.48	9.05	—	1.66	58.87	19.88	29.73
Solar Energy Generation System	19.25	—	—	19.25	0.81	1.22	—	—	2.03	17.22	18.44
Energy saving Devices	2.00	—	—	2.00	1.97	—	—	—	1.97	0.03	0.03
Auxiliary Equipments	5.99	—	—	5.99	6.00	—	—	—	6.00	(0.01)	—
Office Equipments	12.34	1.56	—	13.90	10.78	0.43	—	—	11.21	2.69	1.57
Computers	10.46	0.77	—	11.23	9.38	0.43	—	—	9.81	1.42	1.08
Furniture & Fixture	13.14	0.23	0.04	13.33	9.26	0.21	—	0.04	9.43	3.90	3.89
Vehicle	40.07	—	—	40.07	21.11	4.54	—	—	25.65	14.42	18.97
Motor-Cycle & Cycle	1.00	—	0.03	0.97	0.39	0.10	—	0.03	0.46	0.51	0.61
<b>Total - A</b>	<b>2452.45</b>	<b>12.83</b>	<b>8.27</b>	<b>2457.01</b>	<b>1012.95</b>	<b>133.13</b>	<b>—</b>	<b>5.56</b>	<b>1140.52</b>	<b>1316.49</b>	<b>1439.52</b>
<b>INTANGIBLE ASSETS :</b>											
Technical Knowhow	9.78	—	—	9.78	5.00	2.14	—	—	7.14	2.64	4.78
Software	2.29	0.31	—	2.60	2.07	0.01	—	—	2.08	0.52	0.22
<b>Total - B</b>	<b>12.07</b>	<b>0.31</b>	<b>—</b>	<b>12.38</b>	<b>7.07</b>	<b>2.15</b>	<b>—</b>	<b>—</b>	<b>9.22</b>	<b>3.16</b>	<b>5.00</b>
Capital Work-in-Progress	—	—	—	—	—	—	—	—	—	—	—
<b>Total - C</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>TOTAL - CURRENT YEAR</b>	<b>2464.52</b>	<b>13.14</b>	<b>8.27</b>	<b>2469.39</b>	<b>1020.02</b>	<b>135.28</b>	<b>—</b>	<b>5.56</b>	<b>1149.74</b>	<b>1319.65</b>	<b>1444.51</b>
Previous year	<b>2535.10</b>	<b>27.61</b>	<b>98.20</b>	<b>2464.52</b>	<b>896.32</b>	<b>152.81</b>	<b>10.40</b>	<b>39.50</b>	<b>1020.03</b>	<b>1444.51</b>	<b>—</b>
<b>Particulars</b>				<b>As at 31-03-2016</b>		<b>As at 31-03-2015</b>					
Depreciation				135.28		152.81					
Less : Transferred to Revaluation Reserve				—		—					
<b>Total</b>				135.28		152.81					



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

**b) Fixed Assets as at 31st March, 2015**

( ₹ in Lakhs )

DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK			
	Cost as at 31-03-2014	Additions during the year	Sale/ adjustment during the year	Cost as at 31-03-2015	Up to 31-03-2015	For the Period	Transferred to General Reserve	On Sale/ adjustment during the year	Up to 31-03-2015	As at 31-03-2015	As at 31-03-2014
<b>TANGIBLE ASSETS :</b>											
Land	239.30	—	—	239.30	—	—	—	—	—	239.30	239.30
Office Building	68.97	—	—	68.97	16.36	2.45	—	—	18.81	50.16	52.60
Factory Shed	480.00	—	—	480.00	212.43	13.79	—	—	226.22	253.78	267.56
Main Plant & Machinery	1311.44	6.90	90.69	1227.65	457.97	94.34	5.31	38.07	519.55	708.10	853.28
Testing Equipments	107.20	0.99	—	108.19	50.69	6.41	0.68	0.00	57.78	50.41	56.71
Material Handling Equipments	143.28	—	0.40	142.88	70.75	8.66	0.41	0.38	79.44	63.44	72.52
Electrical Installations	80.76	0.45	—	81.21	36.54	14.94	—	—	51.48	29.73	44.22
Solar Energy Generation System	—	19.25	—	19.25	—	0.81	—	—	0.81	18.44	0.00
Energy saving Devices	2.00	—	—	2.00	1.97	—	—	—	1.97	0.03	0.03
Auxiliary Equipments	7.10	—	1.11	5.99	6.83	—	0.21	1.05	5.99	0.00	0.26
Office Equipments	12.34	—	—	12.34	8.04	0.64	2.10	—	10.78	1.56	4.30
Computers	10.46	—	—	10.46	8.52	0.56	0.29	—	9.37	1.09	1.91
Furniture & Fixture	13.12	0.02	—	13.14	7.61	1.65	0.00	—	9.26	3.88	5.52
Vehicle	40.07	—	—	40.07	13.51	6.20	1.40	—	21.11	18.96	26.56
Motor-Cycle & Cycle	1.00	—	—	1.00	0.29	0.10	0.00	—	0.39	0.61	0.72
<b>Total -A</b>	<b>2517.04</b>	<b>27.61</b>	<b>92.20</b>	<b>2452.45</b>	<b>891.51</b>	<b>150.55</b>	<b>10.40</b>	<b>39.50</b>	<b>1012.96</b>	<b>1439.49</b>	<b>1625.52</b>
<b>INTANGIBLE ASSETS :</b>											
Technical Knowhow	9.78	—	—	9.78	2.86	2.14	—	—	5.00	4.78	6.92
Software	2.29	—	—	2.29	1.95	0.12	—	—	2.07	0.22	0.35
<b>Total -B</b>	<b>12.07</b>	<b>0.00</b>	<b>0.00</b>	<b>12.07</b>	<b>4.81</b>	<b>2.26</b>	<b>0.00</b>	<b>0.00</b>	<b>7.07</b>	<b>5.00</b>	<b>7.27</b>
Capital Work-in-Progress	6.00	—	—	6.00	—	—	—	—	—	—	6.00
<b>Total -C</b>	<b>6.00</b>	<b>—</b>	<b>—</b>	<b>6.00</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>6.00</b>
<b>TOTAL - CURRENT YEAR</b>	<b>2535.11</b>	<b>27.61</b>	<b>98.20</b>	<b>2464.52</b>	<b>896.32</b>	<b>152.81</b>	<b>10.40</b>	<b>39.50</b>	<b>1020.03</b>	<b>1444.49</b>	<b>1638.78</b>
<b>Previous year</b>	<b>2573.82</b>	<b>26.43</b>	<b>65.13</b>	<b>2535.12</b>	<b>816.37</b>	<b>95.06</b>	<b>—</b>	<b>15.10</b>	<b>896.33</b>	<b>1638.78</b>	<b>—</b>
<b>Particulars</b>				<b>As at 31-03-2015</b>				<b>As at 31-03-2014</b>			
Depreciation				152.81				95.06			
Less : Transferred to Revaluation Reserve				—				(10.72)			
<b>Total</b>				<b>152.81</b>				<b>84.34</b>			

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### 11. NON-CURRENT INVESTMENTS (Valued at Cost) ( ₹ in Lakhs )

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Long Term Investments : (Unquoted,at cost)</b>		
<b>I. Trade Investments</b>		
a) 15,000 Equity Shares of Rs.10/- each in Taloja Conductors Pvt. Ltd. Less : Provision for permanent diminution of value	1.50 1.50 —	1.50 1.50 —
b) Shares in Subsidiary Companies-Unquoted 1,24,200 Equity Shares of Rs. 10/- each (Previous Year-1,24,000) in Phoneix Surgicare Pvt. Limited.	12.67	12.67
<b>II. Other Investments</b>		
a) 5000 Equity Shares of Rs.10/- each with a premium of Rs.3/- each in Utkal Infrastructure Consortium (P) Ltd.	0.65	0.65
b) National Savings Certificates (*)	0.02	0.02
<b>Total</b>	<b>13.34</b>	<b>13.34</b>

\* Lodged with Sales Tax authorities as securities

### 12. LONG TERM LOANS AND ADVANCES ( ₹ in Lakhs ) ( Un secured and Considered Good )

Particulars	As at 31st March 2016	As at 31st March 2015
a) Security Deposits	17.99	21.49
b) Advance Income Tax/refundable (Net of Provision)	11.46	11.58
c) Sales Tax Deposits	25.88	24.36
<b>Total</b>	<b>55.33</b>	<b>57.43</b>

### 13. INVENTORIES (\*) ( ₹ in Lakhs )

Particulars	As at 31st March 2016	As at 31st March 2015
Indigenous Raw materials & Components	369.07	397.43
Imported Raw materials & Components	57.13	87.63
Semi-finished goods	257.11	215.34
Finished goods	328.28	177.02
Raw-Materials in Transit	3.04	1.73
<b>Total</b>	<b>1014.63</b>	<b>879.15</b>

(\*) As certified by the Management and Valued as per Accounting Policy Note No. 25 (6).

### 14. TRADE RECEIVABLES ( ₹ in Lakhs ) (Unsecured and Considered Good)

Particulars	As at 31st March 2016	As at 31st March 2015
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured - Considered Good	32.15	30.02
- Considered Doubtful	—	26.54
	32.15	56.56
Less: Provision for doubtful debts	—	26.54
	<b>32.15</b>	<b>30.02</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment		
— Considered Good	479.11	537.45
	<b>479.11</b>	<b>537.45</b>
<b>Total</b>	<b>511.26</b>	<b>567.47</b>


**ALFA TRANSFORMERS LIMITED**
**15. CASH AND BANK BALANCES**

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>A) Cash and Cash Equivalents</b>		
a) Balances with banks		
(i) In Current Account	0.99	6.88
b) Cash on hand	2.81	1.41
<b>B) Other Bank balances</b>		
i) In Deposits Account (#)	230.78	186.68
ii) In earmarked Account		
- Unpaid dividend account	3.29	3.29
<b>Total</b>	<b>237.87</b>	<b>198.26</b>

(#) Deposit account includes Margin Money kept with Bank for opening of Letter of Credit and Bank

Guarantees :

Maturing within 3 Months	63.74	44.16
Maturing between 3 and 12 Months	96.34	92.57
Maturity period more than 12 Months	70.70	49.95

**16. SHORT TERM LOANS AND ADVANCES**

(Unsecured and Considered Good)

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
Deposit with Customs & Central Excise Authorities	8.97	35.53
Earnest Money and Security Deposits	2.44	4.86
Deposit with Sales Tax Authority	—	0.29
Advance to suppliers and staff *	15.76	9.59
Prepaid Expenses	15.61	18.33
<b>Total</b>	<b>42.78</b>	<b>68.60</b>
* Includes :		
a) Loans and Advances due by Directors or other	—	—
b) Loans and Advances due by private companies in which a director is a member.	—	—

**17. OTHER CURRENT ASSETS**

(₹ in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest accrued on Term Deposits	7.38	4.41
<b>Total</b>	<b>7.38</b>	<b>4.41</b>

**18. REVENUE FROM OPERATION :**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
<b>Sale of products</b>		
Sales (Domestic)	2881.28	2715.04
Sales (Export)	—	16.73
<b>Sale of services</b>		
Repairing Services	136.60	143.45
Other operating revenues	4.59	49.18
<b>Total</b>	<b>3022.47</b>	<b>2924.40</b>
Less: Excise duty	329.39	278.83
<b>Total</b>	<b>2693.08</b>	<b>2645.57</b>

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### 19. OTHER INCOME :

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Interest Income	22.35	15.06
Profit on Sale of Assets (Net)	0.20	1.41
<b>Total</b>	<b>22.55</b>	<b>16.47</b>

### 20. COST OF MATERIALS CONSUMED :

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Indigenous:-		
Opening Stock	397.43	297.45
Purchases	1780.29	1792.58
	2177.72	2090.03
Closing Stock	369.07	397.43
Sub Total-A	1808.65	1692.60
Imported : -		
Opening Stock	87.63	116.96
Purchases	280.47	212.16
	368.10	329.12
Closing Stock	57.13	87.63
Sub Total-B	310.97	241.49
<b>Total (A+B)</b>	<b>2119.63</b>	<b>1934.09</b>

### 21. CHANGE IN INVENTORIES OF FINISHED AND STOCK-IN-PROCESS :

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Opening Stocks :		
Finished Goods	177.02	212.83
Stock-in- Process	215.34	160.43
	392.36	373.26
Less : Closing Stocks		
Finished Goods	328.28	177.02
Stock-in- Process	257.11	215.34
	585.39	392.36
<b>(Accretion)/Depletion of Stocks</b>	<b>(193.03)</b>	<b>(19.10)</b>

### 22. EMPLOYEE BENEFITS EXPENSES

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Salaries, Wages and Incentives	118.89	105.23
Contributions to Provident ,E.S.I and Gratuity *	14.06	21.70
Staff welfare expenses	0.61	1.44
<b>Total</b>	<b>133.56</b>	<b>128.37</b>

\* Includes contribution of E.P.F and E.S.I Rs. 1.03 & Rs.0.42 lakhs respectively (Previous Year-E.P.F Rs.0.72 & E.S.I Rs. 0.42 lakhs pertaining to Contact Labour)

### 23. FINANCE COSTS

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Interest expenses		
Interest on Term Loans	0.12	1.24
Interest on Working Capital Loans	114.22	115.83
Other borrowing costs	50.87	47.10
<b>Total</b>	<b>165.21</b>	<b>164.17</b>



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### 24. OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
<b>A MANUFACTURING EXPENSES</b>		
1 Job Work Charges	131.15	114.45
2 Power & Fuel	48.46	42.35
3 Testing Expenses	14.00	6.45
4 Factory & Machine Rent	15.26	7.26
5 Excise Duty on increase / (decrease) of stock	14.73	1.21
<b>Total-A</b>	<b>223.60</b>	<b>171.72</b>
<b>B REPAIRS AND MAINTENANCE</b>		
1 Repairs to machinery	5.58	5.37
2 Repairs to Building	2.88	2.43
3 Repairs to Vehicles	4.81	7.00
4 Repairs to Others	1.04	1.13
<b>Total-B</b>	<b>14.31</b>	<b>15.93</b>
<b>C SELLING AND DISTRIBUTION EXPENSES</b>		
1 Selling Expenses	6.70	9.68
2 Sales Commission	7.56	5.67
3 Carriage Outward	27.87	30.52
4 Taxes and Duties	12.06	11.90
5 Bad Debts Written off	10.03	44.26
6 Penalty Deductions/Liquidated Damages	34.94	9.95
7 Provision for Doubtful Debts	—	26.54
<b>Total-C</b>	<b>99.16</b>	<b>138.52</b>
<b>D ADMINISTRATIVE EXPENSES</b>		
1 Travelling Expenses	10.75	12.51
2 Printing & Stationery	1.85	2.30
3 Insurance Charges	4.38	5.68
4 Advertisement Expenses	1.35	1.63
5 Postage and Telephone Charges	4.45	4.15
6 Auditors Remuneration	2.00	1.60
7 Fees and Subscription	9.86	7.75
8 Legal & Professional Fees	8.11	6.37
9 Security Service Charges	14.52	13.68
10 Rent	2.39	0.76
11 General Expenses	4.78	2.16
12 Books and Periodicals	0.08	0.13
13 Meeting Expenses	0.73	0.87
14 Registrar's Fees	0.23	0.28
<b>Total-D</b>	<b>65.48</b>	<b>59.87</b>
<b>E OTHER EXPENSES</b>		
1 Foreign Exchange Fluctuations (Net)	7.65	6.74
2 Advances Written off	0.84	8.53
3 Provision for diminution of investment	---	0.15
4 Prior Year Adjustment (Net)	(0.17)	(0.06)
<b>Total-E</b>	<b>8.32</b>	<b>15.36</b>
<b>Total</b>	<b>410.87</b>	<b>401.40</b>

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### **NOTE NO- 25 :SIGNIFICANT ACCOUNTING POLICIES AND ADDITIONAL NOTES ON ACCOUNTS:**

#### **A. 1 REVENUE RECOGNITION**

- i. Revenues/ Incomes and Costs/ Expenditures are generally accounted on accrual basis as they are earned or incurred.
- ii. Sales are recognized on the date of dispatch of materials to customers. Services are recognized on completion. Sales are net of Excise Duty and Value Added Tax.
- iii. Revenue recognition in respect of price escalation is carried out in the year of settlement of claims / bills.
- iv. Dividend income from investment is accounted, when the right to receive the same is established.
- v. Duty draw back and other benefits receivable on eligible export of goods manufactured are shown under "Other Income" as per rates applicable thereon.

#### **2 FIXED ASSETS**

- i. Fixed Assets other than those which have been revalued are stated at cost which includes all direct expenses including attributable borrowing cost incurred up to the date of installation of assets less accumulated depreciation (other than "Leasehold Land" where no depreciation is charged).
- ii. Revalued assets are shown at the revalued cost less accumulated depreciation as per the Accounting policy no. 3(ii).
- iii. Discarded fixed assets are de-capitalized and included under inventories at 5% of value of assets being estimated realizable value.
- iv. The cost of fixed assets not ready for use before such date are disclosed under capital work-in-progress.

#### **3 DEPRECIATION**

- i. Depreciation on Fixed Assets (Other than revalued assets) is provided on Straight Line Method in accordance with the rates specified under Schedule II to the Companies Act, 2013.
- ii. Depreciation on revalued assets is calculated on their respective revalued amount on Straight Line Method over the balance useful life as determined by the valuers or the balance remaining useful life as per Schedule – II whichever is lower.
- iii. Leasehold land is not amortized since the period of lease is 99 years.
- iv. Items costing Rs. 5000/- or less are fully depreciated in the year of purchase.
- v. Depreciation on additions to assets and on sale/ discard of assets is calculated pro-rata from the date of such additions or up to the date of such sale/ discard, as the case may be.
- vi. The charge over and above the depreciation calculated on the original cost of the revalued assets is transferred from Fixed Asset Revaluation Reserve to General Reserve and shown as a deduction from Revaluation Reserve.

#### **4 BORROWING COST:**

Borrowing costs relating to the acquisition/ construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

#### **5 INVESTMENT**

Long Term investments are carried at cost less provision, if any, for permanent diminution in value of such investments. Current investments are carried at lower of cost and market value.

#### **6 INVENTORIES**

- i. Stock of Raw Materials, Components and stores are valued at lower of cost and net realizable value. Cost of raw material is determined on weighted average method, excluding CENVAT paid on purchases. Scrap is valued at estimated realisable value.
- ii. Stock of Materials-in-Process and Finished Goods are valued at lower of cost and net realizable value. Cost excludes CENVAT paid on inputs but includes excise duty payable on completion of manufacture of the Finished Goods.

#### **7 FOREIGN CURRENCY TRANSACTION**

- i. Receipts and Payments are recorded at actual rates prevailing on the date of transaction.
- ii. Balances in the form of Current Assets and Current Liabilities (including for procurement of Fixed Assets) in foreign currency, outstanding at the close of the year, are converted (in Indian Currency) at the appropriate rates of exchange prevailing on the date of Balance Sheet and the resultant loss or gain is taken to exchange variation account which gets charged in or credited to the Profit and Loss Account.



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- iii. Forward Exchange Contracts not intended for trading or speculation purpose : The premium or discount arising at the inception of forward exchange contracts is amortized as expenses or income over the life of the respective contracts. Exchange differences on such contracts are recognized in the statement of profit and loss on the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year.

### 8 RESEARCH AND DEVELOPMENT

Revenue expenditure including overheads on Research and Developments are charged off as an expense through the natural heads of account in the year in which incurred. Expenditure which results in the creation of capital assets is taken to Intangible assets and amortisation is provided on such assets as applicable.

### 9 EMPLOYEE BENEFITS

**(i) Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering service are classified as short term employees benefits. Benefits such as salaries, wages, short term compensated absences, etc and the expected cost of bonus, ex-gratia are recognized in the period in which the employees render the related service.

**(ii) Defined Contribution Plans.**

Provident Fund, Superannuation Fund and Employees State Insurance Scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognized during the period in which the employees renders the related services.

**(iii) Defined Benefits Plans**

Gratuity on account of services gratuity is covered under Gratuity-cum-Life Assurance Scheme of Life Insurance Corporation of India. Annual premium paid for the scheme is charged to Statement of Profit and Loss .

Provision for leave encashment benefit is done on the basis of actuarial valuation.

### 10 LIQUIDATED DAMAGES

Liquidated damages are accounted only when finally agreed upon and settled with the parties.

### 11 TAXATION:

Income Tax provision comprises Current tax and Deferred Tax charge or credit. The Deferred Tax assets and Deferred Tax Liabilities are calculated by applying tax rate and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

### 12 IMPAIRMENT OF ASSETS

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and "Value in use" of the assets. The estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In case of impairment, if any depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

A previous recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

### 13 PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS.

- (a) The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
- (b) Liabilities contingent upon happening of future event are disclosed by way of a note in the accounts. Claims against the Company where a demand has been raised by any authority or disputed in arbitration are recognized as Contingent Liability, if contested.
- (c) Contingent assets are not recognized.
- (d) Provision is made regarding disputed statutory levies only when the appeal is decided by the Appellate Tribunal.



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### NOTE NO.26 ADDITIONAL NOTES ON ACCOUNT :

#### 1. RAW MATERIALS AND COMPONENTS CONSUMED :

Items	2015 - 16			2014 - 15		
	Qty (MT)	Value (Rs. In lakhs)	%	Qty (MT)	Value (Rs. In lakhs)	%
<b>INDIGENOUS :</b>						
Conductors	202.427 MT	494.99	23	177.375 MT	358.00	19
CRGO Steel & Lamination	289.286 MT	430.12	20	341.227 MT	461.94	24
Transformer Oil	522.390KL	234.36	11	563.425KL	315.63	16
Others		649.20	32		557.03	29
<b>Sub Total</b>	<b>1014.103</b>	<b>1808.67</b>	<b>86</b>	<b>1082.027</b>	<b>1692.60</b>	<b>88</b>
<b>IMPORTED :</b>						
CRGO Steel	33.251 MT	46.13	2	118.855 MT	144.97	7
AMDT Core	149.839 MT	264.83	12	57.633 MT	96.52	5
<b>Sub Total</b>	<b>183.090 MT</b>	<b>310.96</b>	<b>14</b>	<b>176.488 MT</b>	<b>241.49</b>	<b>12</b>
<b>Total</b>	<b>1197.193</b>	<b>2119.63</b>	<b>100</b>	<b>1258.515</b>	<b>1934.09</b>	<b>100</b>

#### 2. PAYMENT TO AUDITORS:

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	Audit Fees	1.00	0.70
ii.	Limited Review Fees	0.45	0.35
iii.	Tax Audit Fees	0.25	0.25
iv.	In other services	0.30	0.30
	<b>TOTAL</b>	<b>2.00</b>	<b>1.60</b>

#### 3. EARNING PER SHARE :

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	Profit/(Loss) available to Equity Share Holders (Rs. In lakhs)	(54.36)	(99.70)
ii.	Weighted Average number of equity shares for Basic EPS in lakhs	53.60	53.60
iii.	Nominal Value of Equity Shares in Rs.	10.00	10.00
iv.	Basic and diluted Earning Per Equity Share in Rs	(1.01)	(1.86)

#### 4. CIF VALUE OF IMPORTS

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	Raw Material and Components	257.28	201.90

#### 5. EXPENDITURE IN FOREIGN CURRENCY (on accrual basis)

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	NIL	NIL	NIL

#### 6. EARNING IN FOREIGN CURRENCY (on accrual basis)

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	NIL	NIL	NIL

**ALFA TRANSFORMERS LIMITED****7. RELATED PARTY DISCLOSURES****(₹ in Lakhs)****a) Name of the related party and nature of relationship**

i) Wholly owned subsidiary Company	M/s. Phoneix Surgicare Private Limited
ii) Companies in which Directors are interested.	Industrial Designs and Services (P) Ltd. Oricon Industries (P) Limited. Galaxy Medicare Limited Alfa Electricals & Company.
iii) Key Management Personnel	Dillip Kumar Das      Managing Director Deepak Kumar Das    Executive Director Debasis Das            Executive Director Krishna Panda         Company Secretary

**b) Transactions with related parties**

Name	Nature of Transactions	2015 - 16	2014 - 15
<b>a) Related Companies</b>			
Industrial Designs & Services (P) Ltd	Job Work	0.12	3.25
Oricon Industries Private Limited	Job Work	55.99	57.22
	Loan taken	40.00	---
	Interest	1.50	---
Galaxy Medicare Limited	Sales	1.18	5.05
	Loan taken	---	38.70
Phoneix Surgicare (P) Ltd (wholly owned subsidiary Company)	Advances	0.06	1.02
Alfa Electricals & Co	Loan taken	26.00	26.00
	Factory Rent	6.75	7.26
<b>b) Key Management Personnel</b>			
Dillip Kumar Das	Remuneration	15.00	14.67
Deepak Kumar Das	Remuneration	7.70	7.89
Debasis Das	Remuneration	7.51	7.60
Krishna Panda	Remuneration	2.48	0.62

**8. CONTINGENT LIABILITIES & COMMITMENTS****(₹ in Lakhs)**

SR No	Particulars	2015 - 16	2014 - 15
<b>A.</b>	<b>Contigent Liabilities</b>		
i.	Un expired Letters of Credit	322.29	245.58
ii.	Counter Guarantees given by Company for Bank Guarantees issued	627.69	519.46
iii.	Claims against the Company not acknowledged as Debt		
	a) Income Tax	17.68	17.68
	b) Sales Tax (*)	28.70	26.45
	c) Entry Tax (#)	89.85	89.85
	d) Service Tax (@)	4.01	---
	<b>TOTAL</b>	<b>1090.22</b>	<b>899.02</b>

\* Amount paid under protest against the demands amounting to Rs. 19.91 lakhs (Previous Year- Rs.19.46 lakhs) is shown under "Long-term Loans and Advances" under Note No.12

# Amount paid under protest against the demands amounting to Rs. 3.50 lakhs (Previous year- Rs. 4.90lakhs) is shown under "Long Term Loans and Advances" under Note no.12

@ Amount paid under protest against the demands amounting to Rs. 0.30 lakhs (Previous year- NIL) is shown under "Long Term Loans and Advances" under Note no.12

9. In view of stay granted by Hon'ble High Courts of Kerala, Karnataka and Madhya Pradesh against operation of higher limits of Salary for eligibility of Bonus for the Financial year -2014-15 which was notified vide notification dated 01st January, 2016, higher limits of salaries for computation of provision for bonus has not been considered for Financial Year-2014-15.

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### 10. SEGMENT REPORTING :

The Company is mainly engaged in only one product i.e Transformer, which is considered the Primary reportable business segment as per Accounting standard (AS-17) related "Segment reporting" issued by the Institute of Chartered Accountants of India. Business outside India and within India are considered to be Secondary Segment based on geographical segmentation. Details of expenses, assets and liabilities of the respective segments have not been ascertained.

(₹ in Lakhs)

Particulars of Sale of	Within India		Outside India		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Transformer	2551.89	2436.21	-	16.73	2551.89	2452.94
Repairing/Service Charges	136.60	143.45	-	-	136.60	143.45
<b>Total</b>	<b>2688.49</b>	<b>2579.66</b>	<b>-</b>	<b>16.73</b>	<b>2688.49</b>	<b>2596.39</b>

### 10. Disclosure relating to Leave Encashment - As per Actuarial Valuation on 31st March,2016

a) Table Showing Changes in Present Value of Obligations :

Particulars	Current Year	Previous Year
Present value of obligation as at beginning of the year	3.63	3.63
(i) Acquisition Adjustments	-	-
(ii) Interest cost	0.25	0.26
(iii) Past Service cost	-	-
(iv) Current Service cost	0.54	0.41
(v) Curtailment cost	-	-
(vi) Settlement cost	-	-
(vii) Benefits Paid	(0.90)	(0.82)
(viii) Actuarial gain/ loss on Obligation	0.30	0.15
Present value of obligation as at end of the year	3.82	3.63

b) Table Showing Expenses Recognized in Statement of Profit & Loss :

Particulars	Current Year	Previous Year
(i) Current Service Cost	0.54	0.41
(ii) Past Service Cost	-	-
(iii) Interest Cost	0.25	0.26
(iv) Expected Return on Plan Asset	-	-
(v) Curtailment cost	-	-
(vi) Settlement cost	-	-
(vii) Actuarial gain/ loss on Obligation	0.30	0.15
Expenses Recognized in Statement of Profit and Loss Account	1.09	0.82

c) Table Showing Actuarial Assumptions :

Particulars	Current Year	Previous Year
(i) Mortality Table	IALM (2006-2008) ULTIMATE	LICI 1994-1996 ULTIMATE
(ii) Superannuation Age	58.00	58.00
(iii) Early Retirement & Disablement	10 Per Thousand P.A 6 above age 45 3 between 29 and 45 1 below age 29	10 Per Thousand P.A 6 above age 45 3 between 29 and 45 1 below age 29
(iv) Discount Rate	8.00%	8.75%
(v) Inflation Rate	7.00%	6.00%
(vi) Return on Asset	-	-
(vii) Remaining Working Life	14 years	13 years
(viii) Formula used	Projected Unit Credit Method	Projected Unit Credit Method



## ALFA TRANSFORMERS LIMITED

### 11. Disclosure relating to Gratuity, as certified by Life Insurance Corporation of India, (Pension and Group Scheme Department) for the year ended 31<sup>st</sup> March, 2016 have been made as below:

- i) In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees.
- ii) The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). Under the plan, the settlement obligation remains with the Company, although the Life Insurance Corporation of India administers the plan and determines the contribution premium required to be paid by the Company.
- iii) Annual premium payable to LIC amounting to Rs. 0.66 lakhs (Previous Year- Rs. 1.00lakhs) have been shown under "Employee Benefit Expenses" in Schedule-21.
- iv) Disclosures as required by AS-15 (Revised) are made as per the details submitted by LIC which are given below :

a) Assumptions

Particulars	31-03-2016	31-03-2015
Discount Rate	8%	8%
Salary Escalation	7%	7%

b) Table Showing changes in present value of Obligation

Particulars	31-03-2016	31-03-2015
Present value of obligation as at beginning of the year	12.81	10.67
(i) Interest cost	1.02	0.85
(ii) Current Service cost	1.26	1.25
(iii) Benefits Paid	(1.97)	(0.37)
(iv) Actuarial gain/(loss) on obligation	0.65	1.36
Present value of obligation as at end of the year	13.76	13.76

c) Table showing changes in the fair value of plan assets

Particulars	31-03-2016	31-03-2015
Fair value of plan assets at beginning of year	14.79	13.95
(i) Actual returns on plan assets	1.29	1.27
(ii) Contributions	0.49	(0.06)
(iii) Benefits Paid	(1.97)	(0.37)
(iv) Actuarial gain/(loss) on plan assets	NIL	NIL
Fair value of plan assets at end of year	14.59	14.79

d) Table Showing fair value of plan assets

Particulars	31-03-2016	31-03-2015
(i) Fair value of plan assets at beginning of year	14.79	13.95
(ii) Actual return of plan assets	1.29	1.27
(iii) Contributions	0.49	(0.06)
(iv) Benefit Paid	(1.97)	(0.37)
(v) Fair value of plan assets at the end of year	14.59	14.79
(vi) Funded status	0.83	1.02
(vii) Excess of Actual over estimated return on plan assets	NIL	NIL

## Annual Report 2016

e) Actuarial Gain/Loss recognised as on

Particulars	31-03-2016	31-03-2015
(i) Actuarial (gain)/loss on obligations	(0.65)	(1.36)
(ii) Actuarial (gain)/loss for the year- plan assets	NIL	NIL
(iii) Total Actuarial (gain)/loss	0.65	1.36
(iv) Actuarial (gain)/loss recognized in the year	0.65	1.36

f) The amounts to be recognized in the balance sheet and statements of profit and loss account

Particulars	31-03-2016	31-03-2015
(i) Present value of obligation at the end of year	13.76	13.76
(ii) Fair value of plan assets as at the end of the year	14.59	14.79
(iii) Fund status	0.83	1.02
(iv) Net asset/(liability) recognized in balance sheet	0.83	1.02

g) Expenses Recognized in statement of Profit and Loss

Particulars	31-03-2016	31-03-2015
(i) Current Service Cost	1.25	1.25
(ii) Interest Cost	1.02	0.85
(iii) Expected return on plan assets	(1.29)	(1.27)
(iv) Net Actuarial (gain)/ loss recognized in the year	0.65	1.36
(v) Expenses recognized in statement of Profit and loss	1.64	2.19

12. Trade Receivables, deposits and advance to parties include some old balances pending reconciliation/ adjustment/ confirmation.
13. In terms of Accounting Policy vide para No. A12 of Note No. 25, the Company assessed the Cash Generating Unit for Impairment Test using a discount rate of 8% and did not find any asset that requires a provision for impairment.
14. Operating Cycle is considered to be twelve months period.
15. Previous Year's Figures have been regrouped and re arranged wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR A.K.SABAT & CO  
CHARTERED ACCOUNTANTS

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

S.CHAND  
PARTNER  
Membership No.050063  
BHUBANESWAR  
DATED : 27th May 2016

KRISHNA PANDA  
COMPANY SECRETARY



## INDEPENDENT AUDITORS' REPORT

### To the Members of Alfa Transformers Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Alfa Transformers Limited ("hereinafter referred to as the Holding Company") and its subsidiary Company incorporated in India (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the consolidated Balance Sheet as at 31st March 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its subsidiaries Company in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its subsidiaries are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

## *Annual Report 2016*

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 9 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at March 31, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

### **Other Matter**

We did not audit the financial statement of the subsidiary whose financial statements reflect total assets of Rs. 27.81 Lakhs as at 31st March 2016, total revenue of Rs. 0.10 Lakhs, net loss of Rs. 0.17 Lakhs and net cash flows amounting to Rs. 0.06 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of the subsidiary have been audited by other auditor whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant



## ALFA TRANSFORMERS LIMITED

books of account maintained relating to the preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies, associate companies and jointly controlled companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2016 on the consolidated financial position of the Group, Refer Para No. 8 of Note 26 to the consolidated financial statements..
  - ii. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has no delay in transferring amounts, required to be transferred, to the Investor Education and protection fund by the Holding company and its subsidiary companies, associates companies and jointly controlled companies incorporated in India.

**For A.K. Sabat & Co**

Chartered Accountants

(Firm's Registration No: 321012E)

**(S.CHAND)**

(Partner)

(Membership No. 050063)

Bhubaneswar

Date:27th May,2016



# *Annual Report 2016*

## **ANNEXURE A TO INDEPENDENT AUDITORS' REPORT**

**Annexure - A referred to in paragraph (f) of the Report on Other Legal and Regulatory Requirements Paragraph of our Report of even date to the numbers of Alfa Transformers Limited on the consolidated financial statements for the year ended March 31,2016.**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31,2016, we have audited the internal financial controls over financial reporting of Alfa Transformers Limited (hereinafter referred to as "the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding company, and its subsidiary company's which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide



## ALFA TRANSFORMERS LIMITED

reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Consolidated Financial Statements Opinion**

In our opinion, the group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the subsidiary company, is based on the corresponding reports of the auditor of the subsidiary Company incorporated in India.

**For A. K. Sabat & Co**

Chartered Accountants

(Firm's Registration No: 321012E)

**(S.Chand)**

(Partner)

(Membership No. 050063)

Bhubaneswar

Date:27th May,2016

**Annual Report 2016**  
CONSOLIDATED FINANCIAL STATEMENTS

**BALANCE SHEET (CONSOLIDATED) AS AT 31st MARCH, 2016**

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2016		As at 31st March 2015	
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' Funds</b>					
(a) Share Capital	1	536.00		536.00	
(b) Reserves and Surplus	2	1029.80		1084.33	
			1565.80		1620.33
<b>2 Non-Current Liabilities</b>					
(a) Long-Term Borrowings	3	66.86		0.89	
(b) Deferred Tax Liabilities (Net)	4	112.89		112.89	
(c) Long-Term Provisions	5	22.45		20.86	
			202.20		134.64
<b>4 Current Liabilities</b>					
(a) Short-Term Borrowings	6	851.68		659.38	
(b) Trade Payables	7	447.03		686.52	
(c) Other Current Liabilities	8	122.50		118.90	
(d) Short-Term Provisions	9	1.63		1.92	
			1422.84		1466.72
<b>TOTAL</b>			<b>3190.84</b>		<b>3221.69</b>
<b>II. ASSETS</b>					
<b>1 Non-Current Assets</b>					
(a) Fixed Assets					
(i) Tangible Assets	10	1316.49		1439.49	
(ii) Intangible Assets	10	3.16		5.00	
(b) Non-Current Investments	11	0.67		0.67	
(c) Long-Term Loans & Advances	12	55.33		57.43	
			1375.65		1502.59
<b>2 Current assets</b>					
(a) Inventories	13	1014.63		879.15	
(b) Trade Receivables	14	511.26		567.47	
(c) Cash and Cash equivalents	15	239.14		199.47	
(d) Short-Term Loans and Advances	16	42.78		68.60	
(e) Other Current Assets	17	7.38		4.41	
			1815.19		1719.10
<b>TOTAL</b>			<b>3190.84</b>		<b>3221.69</b>
SIGNIFICANT ACCOUNTING POLICIES	25				
ADDITIONAL NOTES ON ACCOUNTS	26				

THE NOTES REFERRED ABOVE FORM PART OF FINANCIAL STATEMENTS.  
AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR A.K.SABAT & CO  
CHARTERED ACCOUNTANTS

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

S.CHAND  
PARTNER  
Membership No.050063  
BHUBANESWAR  
DATED : 27th May 2016

KRISHNA PANDA  
COMPANY SECRETARY



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
I. Revenue from Operations	18	2693.08	2645.57
II. Other Income	19	22.65	16.47
<b>III. Total Revenue (I + II)</b>		<b>2715.73</b>	<b>2662.04</b>
<b>IV. EXPENDITURE:</b>			
Cost of Materials Consumed	20	2119.63	1934.09
Changes in Inventories of Finished Goods Work-in-Progress	21	(193.03)	(19.10)
Employee Benefits Expenses	22	133.56	128.37
Finance Costs	23	165.23	164.42
Depreciation and Amortization expense	10	135.28	152.81
Other Expenses	24	411.11	401.66
<b>Total Expenses</b>		<b>2771.79</b>	<b>2762.25</b>
<b>V. Profit/(Loss) Before Exceptional and Extraordinary Items and Tax (III-IV)</b>		(56.06)	(100.21)
VI. Exceptional Items		—	—
<b>VII. Profit/(Loss) Before Extraordinary Items and Tax (V - VI)</b>		(56.06)	(100.21)
VIII. Extraordinary Items		—	—
<b>IX. Profit/(Loss) Before Tax (VII- VIII)</b>		(56.06)	(100.21)
<b>X Tax Expenses:</b>			
(1) Current Tax		—	—
(2) Income Tax earlier year		1.53	—
(3) Deferred Tax Assets/(Liabilities) [Net]		—	—
<b>XI Profit/(Loss) for the period (IX-X)</b>		(54.53)	(100.21)
XII Earnings Per Equity Share (of face value ₹10/-each)			
(1) Basic & Diluted (in ₹)		(1.02)	(1.87)
SIGNIFICANT ACCOUNTING POLICIES	25		
ADDITIONAL NOTES ON ACCOUNTS	26		

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BHUBANESWAR  
DATED : 27th May 2016

KRISHNA PANDA  
COMPANY SECRETARY

**Annual Report 2016**  
CONSOLIDATED FINANCIAL STATEMENTS

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(₹ in Lakhs)

PARTICULARS	Year Ended 31-03-2016	Year Ended 31-03-2015
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Interest, Taxes & Extraordinary Items	109.12	64.07
Add :		
Depreciation	135.29	152.81
Bad Debts Written off/Provisions & Liquidated Damages etc.	45.81	89.43
	<b>290.22</b>	<b>306.31</b>
<b>Less :</b>		
Interest Income	24.35	21.39
Foreign Exchange Gain/ (Loss) (Net)	0.45	(1.58)
Profit/ (Loss) on Sale of Assets & Discarded (Net)	0.20	1.41
Balances written back	1.54	39.79
	<b>26.54</b>	<b>61.01</b>
Operating Profit / (Loss) before Working Capital Changes		
Capital Changes	263.68	245.28
Adjustment for;		
Inventories - Decrease / (Increase)	(135.47)	(88.91)
Trade & Other Receivables- Decrease / (Increase)	9.18	(205.59)
Trade Payables & Provisions- Decrease/ (Increase)	(240.64)	245.59
<b>Cash Generated From Operations</b>	<b>(103.25)</b>	<b>196.37</b>
Less: Income Tax (Paid) / Refunded	7.04	1.92
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(96.21)</b>	<b>198.29</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Additions of Fixed Assets and Capital Work-in-Progress	(13.14)	(21.61)
Proceeds on Sale of Fixed Assets	-	51.06
Interest Received	24.35	21.39
Short Term Loans & Advances	24.04	54.38
Decrease in Investment		
(Increase)/ Decrease in Fixed Deposit	(24.61)	(45.94)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>10.64</b>	<b>59.28</b>



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lakhs)

PARTICULARS	Year Ended 31-03-2016	Year Ended 31-03-2015
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Increase/ (decrease) in secured borrowings	265.58	(92.58)
Payment of Interest	(164.95)	(164.17)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>100.63</b>	<b>(256.75)</b>
Net Increase in cash and cash equivalents(A+B+C)	15.06	0.82
Cash and cash equivalents as on 31-03-2015	52.56	51.74
<b>CASH &amp; CASH EQUIVALENTS AS ON 31-03-2016</b>	<b>67.62</b>	<b>52.56</b>
Cash and Cash Equivalents comprises		
– Cash	2.81	1.41
– Balance with Schedule Banks	1.07	6.99
– Deposits maturing within three months	63.74	44.16
	<b>67.62</b>	<b>52.56</b>

Note :

1. All figures in brackets are outflow of cash.
2. Cash flow statement has been prepared under the indirect method as set out in Accounting Standard-3 issued by the Institute of Chartered Accountants of India.
3. Movement in Fixed Deposits shown under Investing Activities pertain to Fixed deposits having tenure of more than three months
4. Previous year figures regrouped/recast where ever necessary.

THE NOTES REFERRED ABOVE FORM PART OF FINANCIAL STATEMENTS.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR A.K.SABAT & CO  
CHARTERED ACCOUNTANTSDILLIP KUMAR DAS  
MANAGING DIRECTORDEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

S.CHAND

PARTNER  
Membership No.050063KRISHNA PANDA  
COMPANY SECRETARY

BHUBANESWAR

DATED : 27th May 2016

## Annual Report 2016

### CONSOLIDATED FINANCIAL STATEMENTS

#### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

##### 1. SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31st March 2016		As at 31st March 2015	
	No. of Shares in lakhs	Amount	No. of Shares in lakhs	Amount
<b>Authorised Share Capital</b>				
Equity Shares of Rs. 10/- Each	120.00	1200.00	120.00	1200.00
<b>Issued , Subscribed &amp; Paid up:</b>				
Equity Shares pf Rs. 10/- each fully paid up	53.60	536.00	53.60	536.00
<b>Total</b>	53.60	536.00	53.60	536.00

##### a) Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year :

Particulars	As at 31st March 2016		As at 31st March 2015	
	No. of Shares	Amount (₹ in Lakhs )	No. of Shares	Amount (₹ in Lakhs )
Shares outstanding at the beginning of the year	536000	5360000	536000	5360000
Share Issued during the year	—	—	—	—
Shares brought back during the year	—	—	—	—
Shares outstanding at the end of the year	536000	5360000	536000	5360000

##### b) Terms/rights attached to equity shares :

The Company has only one class of equity shares having par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approvals of the shareholders in the Annual General Meeting. The Company declares and pays dividend in Indian Rupees.

##### c) Details of Shareholders holding more than 5% shares :

(₹ in Lakhs)

Name of Shareholders	As at 31st March 2016		As at 31st March 2015	
	No. of Shares in lakhs	% held	No. of Shares in lakhs	% held
Dillip Kumar Das	10.57	19.72%	10.57	19.72%
Industrial Designs & Services Limited	6.81	12.70%	6.88	12.83%
Galaxy Medicare Limited	4.39	8.19%	4.08	7.62%
K Shiva Kumar	3.21	5.99%	2.93	5.47%
Prashant Kothari	2.68	5.00%	2.68	5.00%

##### 2. RESERVES AND SURPLUS

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>a. Capital Reserves</b>		
<b>State Investment Subsidy</b>		
Opening Balance as per Last Balance Sheet	9.92	9.92
Add : Current Year Transfer	—	—
Less : Written Back in Current Year	—	—
Closing Balance	9.92	9.92
<b>b. Share Premium Account</b>		
Opening Balance as per Last Balance Sheet	983.70	983.70
Add : Current Year Transfer	—	—
Less : Written Back in Current Year	—	—
Closing Balance	983.70	983.70
<b>c. General Reserve</b>		
Opening Balance as per Last Balance Sheet	606.02	640.00
Add : Adjusted as per SCH-II, Note 7(b) of Companies Act 2013	—	(10.41)
Add : Transferred from Revaluation Reserve	2.94	6.43
Closing Balance	608.96	606.02
<b>d. Revaluation Reserve</b>		
Opening Balance as per Last Balance Sheet	65.69	72.69
Less : Transferred to General Reserve	(2.94)	(6.43)
Less : Transferred on Sale of Assets	-	(0.57)
Closing Balance	62.75	65.69
<b>e. Surplus</b>		
Opening Balance as per Last Balance Sheet	(581.00)	(480.89)
Add : Profit/( Loss) for the year	(54.53)	(100.11)
Closing Balance	(635.53)	(581.00)
<b>Total</b>	1029.80	1084.33



## CONSOLIDATED FINANCIAL STATEMENTS

## 3. LONG TERM BORROWINGS

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>SECURED LOAN</b>		
a. Term Loans		
From Axis Bank Limited	66.30	—
b. Vehicle Loan		
From Kotak Mahindra Bank	0.56	0.89
<b>Total</b>	<b>66.86</b>	<b>0.89</b>

## Terms and Conditions Secured Term Loans as set out below :

Particulars	Term Loan Axis Bank	Kotak Mahindra Bank Vehicle Loan	
		Vehicle-I	Vehicle-II
Period of maturity with reference to Balance Sheet date	71 Months	1 Month	26 Months
Number of Instalments outstanding as at 31st March,2016	71	1	26
Outstanding Amount of Instalments as at 31st March,2016	75.00	0.12	0.99
Rate of Interest	13.95%	10.44%	10.60%

## The Term Loan availed from Axis Bank Limited is secured by :

## Collateral Security :

- Hypothecation charge on all the movable fixed assets, furniture/ fixtures both present and future of the company at its vadodara unit (except specific assets charged to other Banks/FIs and vehicles)
- Extension of Euitable Mortgage over lease hold right of the industrial land and factory building at Plot No. 1046 to 1048, GIDC Estate, Waghodia, Vadodara, Gujarat measuring 4489.47 SQ. mt registered in the name of the Company.

## 4. DEFERRED TAX LIABILITY (Net)

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
I. Deferred Tax Liability :		
Related to Fixed Assets	(246.46)	(265.15)
	(246.46)	(265.15)
II. Deferred Tax Assets :		
a) Timing Difference for various items restricted on the basis of payment	5.13	7.41
b) Provision for Doubtful debts	—	8.20
c) Unabsorbed Depreciation/ Business Loss (Restricted)*	128.44	136.65
d) Total Deferred Tax Assets (a+b+c)	133.57	152.26
III. Deferred Tax Liability (Net) (I-II)	(112.89)	(112.89)

\*The Company has been recognising in the financial statements the deferred tax assets/ liabilities, in accordance with Accounting Standard 22 "Accounting of Taxes on Income" issued by the Institute of Chartered Accountants of India. During the year, the Company has charged/(credited) to the Statement of Profit and Loss with Deferred Tax Asset (Net) of Rs NIL [ Previous year- Nil ] by restricting Deferred Tax Assets to Deferred Tax Liability and accordingly making Deferred Tax element recognition at NIL during the year.

## 5. LONG TERM PROVISIONS

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>(a) Provision for Employee benefits</b>		
Gratuity (Non-funded) *	20.26	19.15
Leave Encashment (Non-Funded)	2.19	1.71
<b>Total</b>	<b>22.45</b>	<b>20.86</b>

\* Includes provision for Managing Director and Wholtime Director which has been computed on the basis of fifteen days salary for each completed year of service.



## Annual Report 2016

### CONSOLIDATED FINANCIAL STATEMENTS

#### 6. SHORT TERM BORROWINGS

( ₹ in Lakhs )

Particulars	As at 31st March 2016	As at 31st March 2015
<b>SECURED LOAN</b>		
a. Working Capital Loan		
From State Bank of India	591.65	516.18
From Axis Bank Limited	219.03	143.20
	810.68	659.38
<b>UN-SECURED LOAN</b>		
Loan From Oricon Industries Private Limited	41.00	-
	41.00	-
<b>Total</b>	<b>851.68</b>	<b>659.38</b>

**a) The Working Capital Loan availed from State Bank of India is secured by :**

**Primary Security :**

- i. Hypothecation of Company's Stock & Receivables and other current assets at Bhubaneswar unit both present and future.

**Collateral Security :**

- i. Equitable Mortgage over land & building at Revenue Plot No. 4768 (P), Khata No. 1076 relating to IDCO Plot No. 2(P) in Revenue Mouza-Gadakan in IDCOs Industrial Estate at Mancheswar within Village limits of Gadakan, P.S - Mancheswar, Tahsil-Bhubaneswar, Dist-Khurda, Odisha of area Acres 0.826 Leasehold Property: Lessor: IDCO, Lessee : Alfa Transformers Limited.
- ii. Equitable Mortgage over factory land & building at Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar (Acres-1.50, Constructed area of 52648 Sqft), Leasehold Property : Lessor : ICO, Lessee : Alfa Transformers Limited.
- iii. Equitable Mortgage of Company's Properties of Flat No. 7, Block -A, Lord Gunjan Apartment , Bhubaneswar, Built up area of 1470 Sq.ft and Carpet area of 1270 Sq.ft.
- iv. First charge on fixed assets of the Company at Bhubaneswar Unit (two campuses) other than Factory Land & Building and assets financed by State Bank of India, Commercial Branch, Bhubaneswar.

**Guarantee :**

- i. Personal Guarantees given by three Directors including Managing Director.

**b) The Working Capital Loan availed from Axis Bank Limited is secured by :**

The Term Loan availed from Axis Bank Limited is secured by :

**Primary Security :**

- i. Hypothecation charge on the entire Current Assets (both present and future) of Vadodara unit of the Company.

**Collateral Security :**

- i. Hypothecation charge on all the movable fixed assets, furniture/ fixtures both present and future of the company at its vadodara unit (except specific assets charged to other Banks/FIs and vehicles).
- ii. Extension of Euitable Mortgage over lease hold right of the industrial land and factory building at Plot No. 1046 to 1048, GIDC Estate, Waghodia, Vadodara, Gujarat measuring 4489.47 SQ. mt registered in the name of the Company.

**Guarantee :**

- i. Personal Guarantees given by three Directors including Managing Director.

Particulars	State Bank of India Cash Credit	Axis Bank Ltd. Cash Credit
Period of maturity with reference to Balance Sheet date	Renewal every year	Renewal every year
Outstanding amount as at 31st March, 2016 (Rs. In lakhs)	591.65	219.03
Rate of Interest	Base Rate Plus 5.00%	Base Rate Plus 4.50%
Overdue amount and Period	Nil	Nil

**ALFA TRANSFORMERS LIMITED****CONSOLIDATED FINANCIAL STATEMENTS****7. TRADE PAYABLE****(₹ in Lakhs)**

Particulars	As at 31st March 2016	As at 31st March 2015
a) Trade Payables	421.30	654.78
b) Others	25.73	31.74
<b>Total</b>	<b>447.03</b>	<b>686.52</b>

7.1 Trade Payables includes Rs. 85.90 lakhs (Previous Year-Rs.89.11 lakhs) due to Micro, Small and Medium Enterprises based on available information with the Company details of which are as follows :

**(₹ in Lakhs)**

Particulars	As at 31st March 2016	As at 31st March 2015
Principal amount due and remaining unpaid	85.90	89.11
Interest due on above and the unpaid interest	1.76	0.69
Interest paid during the year	—	—
Payment made beyond the appointed day during the year	—	—
Interest due and payable for the period of delay	1.76	0.69
Interest accrued and remaining unpaid	1.76	0.69
Amount of further interest remaining due and payable in succeeding years.	—	—

Note : Note: This information to be disclosed as required under the Micro, Small and Medium Enterprises Development Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the Company.

**8. OTHER CURRENT LIABILITIES****(₹ in Lakhs)**

Particulars	As at 31st March 2016	As at 31st March 2015
(a) Current maturities of long-term debt *	9.37	2.00
(b) Unpaid dividends	3.29	3.29
(c) Creditors for Capital Goods	3.28	19.90
(d) Other Liabilities		
i. Advance from Customers	23.91	31.66
iii. Statutory Liabilities	42.81	28.52
iv. Liabilities for Expenses	23.46	19.08
v. Payable to employees	16.38	14.45
<b>Total</b>	<b>122.50</b>	<b>118.90</b>

\* Details of Current Maturities of Long Term Debt :

a. Term Loans		
From State Bank of India	8.82	—
b. Vehicle Loan from Bank		
From Kotak Mahindra Bank	0.55	2.00
<b>Total</b>	<b>9.37</b>	<b>2.00</b>

**9. SHORT TERM PROVISIONS****(₹ in Lakhs)**

Particulars	As at 31st March'2016	As at 31st March'2015
(a) Provision for employee benefits		
Leave Encashment (Non-Funded)	1.63	1.92
<b>Total</b>	<b>1.63</b>	<b>1.92</b>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

10. FIXED ASSETS

(₹ in Lakhs)

a) Fixed Assets as at 31st March, 2016

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK				
	Cost as at 31-03-2015	Additions during the year	Sale/adjustment during the year	Cost as at 31-03-2016	Up to 31-03-2015	For the Period	Transferred to General Reserve	On Sale/adjustment during the year	Up to 31-03-2016	As at 31-03-2016	As at 31-03-2015
<b>TANGIBLE ASSETS :</b>											
Land	239.30	—	—	239.30	—	—	—	—	—	239.30	239.30
Office Building	68.97	—	—	68.97	18.81	2.45	—	—	21.26	47.71	50.16
Factory Shed	480.00	—	—	480.00	226.20	13.79	—	—	239.99	240.01	253.78
Main Plant & Machinery	1227.65	1.09	5.74	1223.00	519.55	87.31	—	3.83	603.03	619.97	708.10
Testing Equipments	108.19	4.69	—	112.88	57.77	5.92	—	—	63.69	49.19	50.42
Material Handling Equipments	142.88	4.49	—	147.37	79.44	7.68	—	—	87.12	60.25	63.44
Electrical Installations	81.21	—	2.46	78.75	51.48	9.05	—	1.66	58.87	19.88	29.73
Solar Energy Generation System	19.25	—	—	19.25	0.81	1.22	—	—	2.03	17.22	18.44
Energy saving Devices	2.00	—	—	2.00	1.97	—	—	—	1.97	0.03	0.03
Auxiliary Equipments	5.99	—	—	5.99	6.00	—	—	—	6.00	(0.01)	—
Office Equipments	12.34	1.56	—	13.90	10.78	0.43	—	—	11.21	2.69	1.57
Computers	10.46	0.77	—	11.23	9.38	0.43	—	—	9.81	1.42	1.08
Furniture & Fixture	13.14	0.23	0.04	13.33	9.26	0.21	—	0.04	9.43	3.90	3.89
Vehicle	40.07	—	—	40.07	21.11	4.54	—	—	25.65	14.42	18.97
Motor-Cycle & Cycle	1.00	—	0.03	0.97	0.39	0.10	—	0.03	0.46	0.51	0.61
<b>Total - A</b>	<b>2452.45</b>	<b>12.83</b>	<b>8.27</b>	<b>2457.01</b>	<b>1012.95</b>	<b>133.13</b>	<b>—</b>	<b>5.56</b>	<b>1140.52</b>	<b>1316.49</b>	<b>1439.52</b>
<b>INTANGIBLE ASSETS :</b>											
Technical Knowhow	9.78	—	—	9.78	5.00	2.14	—	—	7.14	2.64	4.78
Software	2.29	0.31	—	2.60	2.07	0.01	—	—	2.08	0.52	0.22
<b>Total - B</b>	<b>12.07</b>	<b>0.31</b>	<b>—</b>	<b>12.38</b>	<b>7.07</b>	<b>2.15</b>	<b>—</b>	<b>—</b>	<b>9.22</b>	<b>3.16</b>	<b>5.00</b>
Capital Work-in-Progress	—	—	—	—	—	—	—	—	—	—	—
<b>Total - C</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>TOTAL - CURRENT YEAR</b>	<b>2464.52</b>	<b>13.14</b>	<b>8.27</b>	<b>2469.39</b>	<b>1020.02</b>	<b>135.28</b>	<b>—</b>	<b>5.56</b>	<b>1149.74</b>	<b>1319.65</b>	<b>1444.51</b>
Previous year	<b>2535.10</b>	<b>27.61</b>	<b>98.20</b>	<b>2464.52</b>	<b>896.32</b>	<b>152.81</b>	<b>10.40</b>	<b>39.50</b>	<b>1020.03</b>	<b>1444.51</b>	<b>—</b>
<b>Particulars</b>				<b>As at 31-03-2016</b>		<b>As at 31-03-2015</b>					
Depreciation				135.28		152.81					
Less : Transferred to Revaluation Reserve				—		—					
<b>Total</b>				135.28		152.81					



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

b) Fixed Assets as at 31st March, 2015

( ₹ in Lakhs )

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK				
	Cost as at 31-03-2014	Additions during the year	Sale/adjustment during the year	Cost as at 31-03-2015	Up to 31-03-2014	For the Period	Transferred to General Reserve	On Sale/adjustment during the year	Up to 31-03-2015	As at 31-03-2015	As at 31-03-2014
<b>TANGIBLE ASSETS :</b>											
Land	239.30	—	—	239.30	—	—	—	—	—	239.30	239.30
Office Building	68.97	—	—	68.97	16.36	2.45	—	—	18.81	50.16	52.60
Factory Shed	480.00	—	—	480.00	212.43	13.79	—	—	226.22	253.78	267.56
Main Plant & Machinery	1311.44	6.90	90.69	1227.65	457.97	94.34	5.31	38.07	519.55	708.10	853.28
Testing Equipments	107.20	0.99	—	108.19	50.69	6.41	0.68	0.00	57.78	50.41	56.71
Material Handling Equipments	143.28	—	0.40	142.88	70.75	8.66	0.41	0.38	79.44	63.44	72.52
Electrical Installations	80.76	0.45	—	81.21	36.54	14.94	—	—	51.48	29.73	44.22
Solar Energy Generation System	—	19.25	—	19.25	—	0.81	—	—	18.44	0.00	0.00
Energy saving Devices	2.00	—	—	2.00	1.97	—	—	—	1.97	0.03	0.03
Auxiliary Equipments	7.10	—	1.11	5.99	6.83	—	0.21	1.05	5.99	0.00	0.26
Office Equipments	12.34	—	—	12.34	8.04	0.64	2.10	—	10.78	1.56	4.30
Computers	10.46	—	—	10.46	8.52	0.56	0.29	—	9.37	1.09	1.91
Furniture & Fixture	13.12	0.02	—	13.14	7.61	1.65	0.00	—	9.26	3.88	5.52
Vehicle	40.07	—	—	40.07	13.51	6.20	1.40	—	21.11	18.96	26.56
Motor-Cycle & Cycle	1.00	—	—	1.00	0.29	0.10	0.00	—	0.39	0.61	0.72
<b>Total -A</b>	<b>2517.04</b>	<b>27.61</b>	<b>92.20</b>	<b>2452.45</b>	<b>891.51</b>	<b>150.55</b>	<b>10.40</b>	<b>39.50</b>	<b>1012.96</b>	<b>1439.49</b>	<b>1625.52</b>
<b>INTANGIBLE ASSETS :</b>											
Technical Knowhow	9.78	—	—	9.78	2.86	2.14	—	—	5.00	4.78	6.92
Software	2.29	—	—	2.29	1.95	0.12	—	—	2.07	0.22	0.35
<b>Total -B</b>	<b>12.07</b>	<b>0.00</b>	<b>0.00</b>	<b>12.07</b>	<b>4.81</b>	<b>2.26</b>	<b>0.00</b>	<b>0.00</b>	<b>7.07</b>	<b>5.00</b>	<b>7.27</b>
Capital Work-in-Progress	6.00	—	6.00	—	—	—	—	—	—	—	6.00
<b>Total -C</b>	<b>6.00</b>	<b>—</b>	<b>6.00</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>6.00</b>
<b>TOTAL -CURRENT YEAR</b>	<b>2535.11</b>	<b>27.61</b>	<b>98.20</b>	<b>2464.52</b>	<b>896.32</b>	<b>152.81</b>	<b>10.40</b>	<b>39.50</b>	<b>1020.03</b>	<b>1444.49</b>	<b>1638.78</b>
Previous year	2573.82	26.43	65.13	2535.12	816.37	95.06	—	15.10	896.33	1638.78	—
<b>Particulars</b>				<b>As at 31-03-2015</b>				<b>As at 31-03-2014</b>			
Depreciation				152.81				95.06			
Less : Transferred to Revaluation Reserve				—				(10.72)			
<b>Total</b>				<b>152.81</b>				<b>84.34</b>			

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#### 11. NON-CURRENT INVESTMENTS (Valued at Cost) ( ₹ in Lakhs )

Particulars	As at 31st March 2016	As at 31st March 2015
<b>Long Term Investments : (Unquoted,at cost)</b>		
<b>I. Trade Investments</b>		
a) 15,000 Equity Shares of Rs.10/- each in Taloja Conductors Pvt. Ltd.	1.50	1.50
Less : Provision for permanent diminution of value	1.50	1.50
	—	—
<b>II. Other Investments</b>		
a) 5000 Equity Shares of Rs.10/- each with a premium of Rs.3/- each in Utkal Infrastructure Consortium (P) Ltd.	0.65	0.65
b) National Savings Certificates (*)	0.02	0.02
<b>Total</b>	<b>0.67</b>	<b>0.67</b>

\* Lodged with Sales Tax authorities as securities

#### 12. LONG TERM LOANS AND ADVANCES ( ₹ in Lakhs ) ( Un secured and Considered Good )

Particulars	As at 31st March 2016	As at 31st March 2015
a) Security Deposits	17.99	21.49
b) Advance Income Tax/refundable (Net of Provision)	11.46	11.58
c) Sales Tax Deposits	25.88	24.36
<b>Total</b>	<b>55.33</b>	<b>57.43</b>

#### 13. INVENTORIES (\*) ( ₹ in Lakhs )

Particulars	As at 31st March 2016	As at 31st March 2015
Indigenous Raw materials & Components	369.07	397.43
Imported Raw materials & Components	57.13	87.63
Semi-finished goods	257.11	215.34
Finished goods	328.28	177.02
Raw-Materials in Transit	3.04	1.73
<b>Total</b>	<b>1014.63</b>	<b>879.15</b>

(\*) As certified by the Management and Valued as per Accounting Policy Note No. 25 (6).

#### 14. TRADE RECEIVABLES ( ₹ in Lakhs ) (Unsecured and Considered Good)

Particulars	As at 31st March 2016	As at 31st March 2015
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured - Considered Good	32.15	30.02
- Considered Doubtful	—	26.54
	32.15	56.56
Less: Provision for doubtful debts	—	26.54
	<b>32.15</b>	<b>30.02</b>
Trade receivables outstanding for a period less than six months from the date they are due for payment		
— Considered Good	479.11	537.45
	<b>479.11</b>	<b>537.45</b>
<b>Total</b>	<b>511.26</b>	<b>567.47</b>



## 15. CASH AND BANK BALANCES

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
<b>A) Cash and Cash Equivalents</b>		
a) Balances with banks		
(i) In Current Account	1.07	6.99
b) Cash on hand	2.81	1.41
<b>B) Other Bank balances</b>		
i) In Deposits Account (#)	231.97	187.78
ii) In earmarked Account		
- Unpaid dividend account	3.29	3.29
<b>Total</b>	<b>239.14</b>	<b>199.47</b>

(#) Deposit account includes Margin Money kept with Bank for opening of Letter of Credit and Bank

Guarantees :

Maturing within 3 Months	63.74	44.16
Maturing between 3 and 12 Months	96.34	92.57
Maturity period more than 12 Months	51.61	49.95

## 16. SHORT TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

(₹ in Lakhs)

Particulars	As at 31st March 2016	As at 31st March 2015
Deposit with Customs & Central Excise Authorities	8.97	35.53
Earnest Money and Security Deposits	2.44	4.86
Deposit with Sales Tax Authority	—	0.29
Advance to suppliers and staff *	15.76	9.59
Prepaid Expenses	15.61	18.33
<b>Total</b>	<b>42.78</b>	<b>68.60</b>
* Includes :		
a) Loans and Advances due by Directors or other	—	—
b) Loans and Advances due by private companies in which a director is a member.	—	—

## 17. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest accrued on Term Deposits	7.38	4.41
<b>Total</b>	<b>7.38</b>	<b>4.41</b>

## 18. REVENUE FROM OPERATION :

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
<b>Sale of products</b>		
Sales (Domestic)	2881.28	2715.04
Sales (Export)	—	16.73
<b>Sale of services</b>		
Repairing Services	136.60	143.45
Other operating revenues	4.59	49.18
<b>Total</b>	<b>3022.47</b>	<b>2924.40</b>
Less: Excise duty	329.39	278.83
<b>Total</b>	<b>2693.08</b>	<b>2645.57</b>

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### CONSOLIDATED FINANCIAL STATEMENTS

#### 19. OTHER INCOME :

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Interest Income	22.45	15.16
Profit on Sale of Assets (Net)	0.20	1.41
<b>Total</b>	<b>22.65</b>	<b>16.57</b>

#### 20. COST OF MATERIALS CONSUMED :

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Indigenous:-		
Opening Stock	397.43	297.45
Purchases	1780.29	1792.58
	2177.72	2090.03
Closing Stock	369.07	397.43
Sub Total-A	1808.65	1692.60
Imported :-		
Opening Stock	87.63	116.96
Purchases	280.47	212.16
	368.10	329.12
Closing Stock	57.13	87.63
Sub Total-B	310.97	241.49
<b>Total Consumption (A+B)</b>	<b>2119.63</b>	<b>1934.09</b>

#### 21. CHANGE IN INVENTORIES OF FINISHED AND STOCK-IN-PROCESS :

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Opening Stocks :		
Finished Goods	177.02	212.83
Stock-in- Process	215.34	160.43
	392.36	373.26
Less : Closing Stocks		
Finished Goods	328.28	177.02
Stock-in- Process	257.11	215.34
	585.39	392.36
<b>(Accretion)/Depletion of Stocks</b>	<b>(193.03)</b>	<b>(19.10)</b>

#### 22. EMPLOYEE BENEFITS EXPENSES

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Salaries, Wages and Incentives	118.89	105.23
Contributions to Provident ,E.S.I and Gratuity *	14.06	21.70
Staff welfare expenses	0.61	1.44
<b>Total</b>	<b>133.56</b>	<b>128.37</b>

\* Includes contribution of E.P.F and E.S.I Rs. 1.03 & Rs.0.42 lakhs respectively (Previous Year-E.P.F Rs.0.72 & E.S.I Rs. 0.42 lakhs pertaining to Contact Labour)

#### 23. FINANCE COSTS

( ₹ in Lakhs )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Interest expenses		
Interest on Term Loans	0.12	1.24
Interest on Working Capital Loans	114.22	115.83
Other borrowing costs	50.89	47.35
<b>Total</b>	<b>165.23</b>	<b>164.42</b>



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## 24. OTHER EXPENSES

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
<b>A MANUFACTURING EXPENSES</b>		
1 Job Work Charges	131.15	114.45
2 Power & Fuel	48.46	42.35
3 Testing Expenses	14.00	6.45
4 Factory & Machine Rent	15.26	7.26
5 Excise Duty on increase/(decrease) of stock	14.73	1.21
<b>Total-A</b>	<b>223.60</b>	<b>171.72</b>
<b>B REPAIRS AND MAINTENANCE</b>		
1 Repairs to machinery	5.58	5.37
2 Repairs to Building	2.88	2.43
3 Repairs to Vehicles	4.81	7.00
4 Repairs to Others	1.04	1.13
<b>Total-B</b>	<b>14.31</b>	<b>15.93</b>
<b>C SELLING AND DISTRIBUTION EXPENSES</b>		
1 Selling Expenses	6.70	9.68
2 Sales Commission	7.56	5.67
3 Carriage Outward	27.87	30.52
4 Taxes and Duties	12.06	11.90
5 Bad Debts Written off	10.03	44.26
6 Penalty Deductions/Liquidated Damages	34.94	9.95
7 Provision for Doubtful Debts	—	26.54
<b>Total-C</b>	<b>99.16</b>	<b>138.52</b>
<b>D ADMINISTRATIVE EXPENSES</b>		
1 Travelling Expenses	10.75	12.51
2 Printing & Stationery	1.85	2.30
3 Insurance Charges	4.38	5.68
4 Advertisement Expenses	1.35	1.63
5 Postage and Telephone Charges	4.45	4.15
6 Auditors Remuneration	2.06	1.66
7 Fees and Subscription	9.93	7.85
8 Legal & Professional Fees	8.22	6.47
9 Security Service Charges	14.52	13.68
10 Rent	2.39	0.76
11 General Expenses	4.78	2.16
12 Books and Periodicals	0.08	0.13
13 Meeting Expenses	0.73	0.87
14 Registrar's Fees	0.23	0.28
<b>Total-D</b>	<b>65.72</b>	<b>60.13</b>
<b>E OTHER EXPENSES</b>		
1 Foreign Exchange Fluctuations (Net)	7.65	6.74
2 Advances Written off	0.84	8.53
3 Provision for diminution of investment	—	0.15
4 Prior Year Adjustment (Net)	(0.17)	(0.06)
<b>Total-E</b>	<b>8.32</b>	<b>15.36</b>
<b>Total</b>	<b>411.11</b>	<b>401.66</b>



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### CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE NO- 25 :SIGNIFICANT ACCOUNTING POLICIES AND ADDITIONAL NOTES ON ACCOUNTS :

##### A. 1 REVENUE RECOGNITION

- i. Revenues/ Incomes and Costs/ Expenditures are generally accounted on accrual basis as they are earned or incurred.
- ii. Sales are recognized on the date of dispatch of materials to customers. Services are recognized on completion. Sales are net of Excise Duty and Value Added Tax.
- iii. Revenue recognition in respect of price escalation is carried out in the year of settlement of claims / bills.
- iv. Dividend income from investment is accounted, when the right to receive the same is established.
- v. Duty draw back and other benefits receivable on eligible export of goods manufactured are shown under "Other Income" as per rates applicable thereon.

##### 2 FIXED ASSETS

- i. Fixed Assets other than those which have been revalued are stated at cost which includes all direct expenses including attributable borrowing cost incurred up to the date of installation of assets less accumulated depreciation (other than "Leasehold Land" where no depreciation is charged).
- ii. Revalued assets are shown at the revalued cost less accumulated depreciation as per the Accounting policy no. 3(ii).
- iii. Discarded fixed assets are de-capitalized and included under inventories at 5% of value of assets being estimated realizable value.
- iv. The cost of fixed assets not ready for use before such date are disclosed under capital work-in-progress.

##### 3 DEPRECIATION

- i. Depreciation on Fixed Assets (Other than revalued assets) is provided on Straight Line Method in accordance with the rates specified under Schedule II to the Companies Act, 2013.
- ii. Depreciation on revalued assets is calculated on their respective revalued amount on Straight Line Method over the balance useful life as determined by the valuers or the balance remaining useful life as per Schedule – II whichever is lower.
- iii. Leasehold land is not amortized since the period of lease is 99 years.
- iv. Items costing Rs. 5000/- or less are fully depreciated in the year of purchase.
- v. Depreciation on additions to assets and on sale/ discard of assets is calculated pro-rata from the date of such additions or up to the date of such sale/ discard, as the case may be.
- vi. The charge over and above the depreciation calculated on the original cost of the revalued assets is transferred from Fixed Asset Revaluation Reserve to General Reserve and shown as a deduction from Revaluation Reserve.

##### 4 BORROWING COST :

Borrowing costs relating to the acquisition/ construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

##### 5 INVESTMENT

Long Term investments are carried at cost less provision, if any, for permanent diminution in value of such investments. Current investments are carried at lower of cost and market value.

##### 6 INVENTORIES

- i. Stock of Raw Materials, Components and stores are valued at lower of cost and net realizable value . Cost of raw material is determined on weighted average method, excluding CENVAT paid on purchases. Scrap is valued at estimated realisable value.
- ii. Stock of Materials-in-Process and Finished Goods are valued at lower of cost and net realizable value. Cost excludes CENVAT paid on inputs but includes excise duty payable on completion of manufacture of the Finished Goods.

##### 7 FOREIGN CURRENCY TRANSACTION

- i. Receipts and Payments are recorded at actual rates prevailing on the date of transaction.
- ii. Balances in the form of Current Assets and Current Liabilities (including for procurement of Fixed Assets) in foreign currency, outstanding at the close of the year, are converted (in Indian Currency) at the appropriate rates of exchange prevailing on the date of Balance Sheet and the resultant loss or gain is taken to exchange variation account which gets charged in or credited to the Profit and Loss Account.



**CONSOLIDATED FINANCIAL STATEMENTS**

- iii. Forward Exchange Contracts not intended for trading or speculation purpose : The premium or discount arising at the inception of forward exchange contracts is amortized as expenses or income over the life of the respective contracts. Exchange differences on such contracts are recognized in the statement of profit and loss on the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or expense for the year.

**8 RESEARCH AND DEVELOPMENT**

Revenue expenditure including overheads on Research and Developments are charged off as an expense through the natural heads of account in the year in which incurred. Expenditure which results in the creation of capital assets is taken to Intangible assets and amortisation is provided on such assets as applicable.

**9 EMPLOYEE BENEFITS**

**(i) Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering service are classified as short term employees benefits. Benefits such as salaries, wages, short term compensated absences, etc and the expected cost of bonus, ex-gratia are recognized in the period in which the employees render the related service.

**(ii) Defined Contribution Plans.**

Provident Fund, Superannuation Fund and Employees State Insurance Scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognized during the period in which the employees renders the related services.

**(iii) Defined Benefits Plans**

Gratuity on account of services gratuity is covered under Gratuity-cum-Life Assurance Scheme of Life Insurance Corporation of India. Annual premium paid for the scheme is charged to Statement of Profit and Loss .

Provision for leave encashment benefit is done on the basis of actuarial valuation.

**10 LIQUIDATED DAMAGES**

Liquidated damages are accounted only when finally agreed upon and settled with the parties.

**11 TAXATION :**

Income Tax provision comprises Current tax and Deferred Tax charge or credit. The Deferred Tax assets and Deferred Tax Liabilities are calculated by applying tax rate and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

**12 IMPAIRMENT OF ASSETS**

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and "Value in use" of the assets. The estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

In case of impairment, if any depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

A previous recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**13 PROVISIONS, CONTINGENT LIABILITIES & CONTINGENT ASSETS.**

- (a) The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
- (b) Liabilities contingent upon happening of future event are disclosed by way of a note in the accounts. Claims against the Company where a demand has been raised by any authority or disputed in arbitration are recognized as Contingent Liability, if contested.
- (c) Contingent assets are not recognized.
- (d) Provision is made regarding disputed statutory levies only when the appeal is decided by the Appellate Tribunal.

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## CONSOLIDATED FINANCIAL STATEMENTS

### NOTE NO.26 ADDITIONAL NOTES ON ACCOUNT :

#### 1. RAW MATERIALS AND COMPONENTS CONSUMED :

Items	2015 - 16			2014 - 15		
	Qty (MT)	Value (Rs. In lakhs)	%	Qty (MT)	Value (Rs. In lakhs)	%
<b>INDIGENOUS :</b>						
Conductors	202.427 MT	494.99	23	177.375 MT	358.00	19
CRGO Steel & Lamination	289.286 MT	430.12	20	341.227 MT	461.94	24
Transformer Oil	522.390KL	234.36	11	563.425KL	315.63	16
Others		649.20	32		557.03	29
<b>Sub Total</b>	<b>1014.103</b>	<b>1808.67</b>	<b>86</b>	<b>1082.027</b>	<b>1692.60</b>	<b>88</b>
<b>IMPORTED :</b>						
CRGO Steel	33.251 MT	46.13	2	118.855 MT	144.97	7
AMDT Core	149.839 MT	264.83	12	57.633 MT	96.52	5
<b>Sub Total</b>	<b>183.090 MT</b>	<b>310.96</b>	<b>14</b>	<b>176.488 MT</b>	<b>241.49</b>	<b>12</b>
<b>Total</b>	<b>1197.193</b>	<b>2119.63</b>	<b>100</b>	<b>1258.515</b>	<b>1934.09</b>	<b>100</b>

#### 2. PAYMENT TO AUDITORS:

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	Audit Fees	1.00	0.70
ii.	Limited Review Fees	0.45	0.35
iii.	Tax Audit Fees	0.25	0.25
iv.	In other services	0.30	0.30
	<b>TOTAL</b>	<b>2.00</b>	<b>1.60</b>

#### 3. EARNING PER SHARE :

( ₹ in Lakhs )

SR No	Particulars	2014 - 15	2014 - 15
i.	Profit/(Loss) available to Equity Share Holders (Rs. In lakhs)	(54.53)	(99.70)
ii.	Weighted Average number of equity shares for Basic EPS in lakhs	53.60	53.60
iii.	Nominal Value of Equity Shares in Rs.	10.00	10.00
iv.	Basic and diluted Earning Per Equity Share in Rs	(1.02)	(1.86)

#### 4. CIF VALUE OF IMPORTS

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	Raw Material and Components	257.28	201.90

#### 5. EXPENDITURE IN FOREIGN CURRENCY (on accrual basis)

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	NIL	NIL	NIL

#### 6. EARNING IN FOREIGN CURRENCY (on accrual basis)

( ₹ in Lakhs )

SR No	Particulars	2015 - 16	2014 - 15
i.	NIL	NIL	NIL


**7. RELATED PARTY DISCLOSURES**

(₹ in Lakhs)

**a) Name of the related party and nature of relationship**

i) Wholly owned subsidiary Company	M/s. Phoneix Surgicare Private Limited
ii) Companies in which Directors are interested.	Industrial Designs and Services (P) Ltd. Oricon Industries (P) Limited. Galaxy Medicare Limited Alfa Electricals & Company.
iii) Key Management Personnel	Dillip Kumar Das      Managing Director Deepak Kumar Das    Executive Director Debasis Das            Executive Director Krishna Panda         Company Secretary

**b) Transactions with related parties**

Name	Nature of Transactions	2015 - 16	2014 - 15
<b>a) Related Companies</b>			
Industrial Designs & Services (P) Ltd	Job Work	0.12	3.25
Oricon Industries Private Limited	Job Work	55.99	57.22
	Loan taken	40.00	---
	Interest	1.50	---
Galaxy Medicare Limited	Sales	1.18	5.05
	Loan taken	---	38.70
Phoneix Surgicare (P) Ltd (wholly owned subsidiary Company)	Advances	0.06	1.02
Alfa Electricals & Co	Loan taken	26.00	26.00
	Factory Rent	6.75	7.26
<b>b) Key Management Personnel</b>			
Dillip Kumar Das	Remuneration	15.00	14.67
Deepak Kumar Das	Remuneration	7.70	7.89
Debasis Das	Remuneration	7.51	7.60
Krishna Panda	Remuneration	2.48	0.62

**8. CONTINGENT LIABILITIES & COMMITMENTS**

(₹ in Lakhs)

SR No	Particulars	2015 - 16	2014 - 15
<b>A. Contingent Liabilities</b>			
i.	Un expired Letters of Credit	322.29	245.58
ii.	Counter Guarantees given by Company for Bank Guarantees issued	627.69	519.46
iii.	Claims against the Company not acknowledged as Debt		
	a) Income Tax	17.68	17.68
	b) Sales Tax (*)	28.70	26.45
	c) Entry Tax (#)	89.85	89.85
	d) Service Tax (@)	4.01	---
	<b>TOTAL</b>	<b>1090.22</b>	<b>899.02</b>

\* Amount paid under protest against the demands amounting to Rs. 19.91 lakhs (Previous Year- Rs.19.46 lakhs) is shown under "Long-term Loans and Advances" under Note No.12

# Amount paid under protest against the demands amounting to Rs. 3.50 lakhs (Previous year- Rs. 4.90lakhs) is shown under "Long Term Loans and Advances" under Note no.12

@ Amount paid under protest against the demands amounting to Rs. 0.30 lakhs (Previous year- NIL) is shown under "Long Term Loans and Advances" under Note no.12

9. In view of stay granted by Hon'ble High Courts of Kerala, Karnataka and Madhya Pradesh against operation of higher limits of Salary for eligibility of Bonus for the Financial year -2014-15 which was notified vide notification dated 01st January, 2016, higher limits of salaries for computation of provision for bonus has not been considered for Financial Year-2014-15.

## Annual Report 2016

### CONSOLIDATED FINANCIAL STATEMENTS

#### 10. SEGMENT REPORTING :

The Company is mainly engaged in only one product i.e Transformer, which is considered the Primary reportable business segment as per Accounting standard (AS-17) related "Segment reporting" issued by the Institute of Chartered Accountants of India. Business outside India and within India are considered to be Secondary Segment based on geographical segmentation. Details of expenses, assets and liabilities of the respective segments have not been ascertained.

(₹ in Lakhs)

Particulars of Sale of	Within India		Outside India		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Transformer	2551.89	2436.21	-	16.73	2551.89	2452.94
Repairing/Service Charges	136.60	143.45	-	-	136.60	143.45
<b>Total</b>	<b>2688.49</b>	<b>2579.66</b>	<b>-</b>	<b>16.73</b>	<b>2688.49</b>	<b>2596.39</b>

#### 10. Disclosure relating to Leave Encashment - As per Actuarial Valuation on 31st March,2016

a) Table Showing Changes in Present Value of Obligations :

Particulars	Current Year	Previous Year
Present value of obligation as at beginning of the year	3.63	3.63
(i) Acquisition Adjustments	-	-
(ii) Interest cost	0.25	0.26
(iii) Past Service cost	-	-
(iv) Current Service cost	0.54	0.41
(v) Curtailment cost	-	-
(vi) Settlement cost	-	-
(vii) Benefits Paid	(0.90)	(0.82)
(viii) Actuarial gain/ loss on Obligation	0.30	0.15
Present value of obligation as at end of the year	3.82	3.63

b) Table Showing Expenses Recognized in Statement of Profit & Loss :

Particulars	Current Year	Previous Year
(i) Current Service Cost	0.54	0.41
(ii) Past Service Cost	-	-
(iii) Interest Cost	0.25	0.26
(iv) Expected Return on Plan Asset	-	-
(v) Curtailment cost	-	-
(vi) Settlement cost	-	-
(vii) Actuarial gain/ loss on Obligation	0.30	0.15
Expenses Recognized in Statement of Profit and Loss Account	1.09	0.82

c) Table Showing Actuarial Assumptions :

Particulars	Current Year	Previous Year
(i) Mortality Table	IALM (2006-2008) ULTIMATE	LICI 1994-1996 ULTIMATE
(ii) Superannuation Age	58.00	58.00
(iii) Early Retirement & Disablement	10 Per Thousand P.A 6 above age 45 3 between 29 and 45 1 below age 29	10 Per Thousand P.A 6 above age 45 3 between 29 and 45 1 below age 29
(iv) Discount Rate	8.00%	8.75%
(v) Inflation Rate	7.00%	6.00%
(vi) Return on Asset	-	-
(vii) Remaining Working Life	14 years	13 years
(viii) Formula used	Projected Unit Credit Method	Projected Unit Credit Method



**11. Disclosure relating to Gratuity, as certified by Life Insurance Corporation of India, (Pension and Group Scheme Department) for the year ended 31<sup>st</sup> March, 2016 have been made as below:**

- i) In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees.
- ii) The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). Under the plan, the settlement obligation remains with the Company, although the Life Insurance Corporation of India administers the plan and determines the contribution premium required to be paid by the Company.
- iii) Annual premium payable to LIC amounting to Rs. 0.66 lakhs (Previous Year- Rs. 1.00lakhs) have been shown under "Employee Benefit Expenses" in Schedule-21.
- iv) Disclosures as required by AS-15 (Revised) are made as per the details submitted by LIC which are given below :

a) Assumptions

Particulars	31-03-2016	31-03-2015
Discount Rate	8%	8%
Salary Escalation	7%	7%

b) Table Showing changes in present value of Obligation

Particulars	31-03-2016	31-03-2015
Present value of obligation as at beginning of the year	12.81	10.67
(i) Interest cost	1.02	0.85
(ii) Current Service cost	1.26	1.25
(iii) Benefits Paid	(1.97)	(0.37)
(iv) Actuarial gain/(loss) on obligation	0.65	1.36
Present value of obligation as at end of the year	13.76	13.76

c) Table showing changes in the fair value of plan assets

Particulars	31-03-2016	31-03-2015
Fair value of plan assets at beginning of year	14.79	13.95
(i) Actual returns on plan assets	1.29	1.27
(ii) Contributions	0.49	(0.06)
(iii) Benefits Paid	(1.97)	(0.37)
(iv) Actuarial gain/(loss) on plan assets	NIL	NIL
Fair value of plan assets at end of year	14.59	14.79

d) Table Showing fair value of plan assets

Particulars	31-03-2016	31-03-2015
(i) Fair value of plan assets at beginning of year	14.79	13.95
(ii) Actual return of plan assets	1.29	1.27
(iii) Contributions	0.49	(0.06)
(iv) Benefit Paid	(1.97)	(0.37)
(v) Fair value of plan assets at the end of year	14.59	14.79
(vi) Funded status	0.83	1.02
(vii) Excess of Actual over estimated return on plan assets	NIL	NIL

## Annual Report 2016

### CONSOLIDATED FINANCIAL STATEMENTS

e) Actuarial Gain/Loss recognised as on

Particulars	31-03-2016	31-03-2015
(i) Actuarial (gain)/loss on obligations	(0.65)	(1.36)
(ii) Actuarial (gain)/loss for the year- plan assets	NIL	NIL
(iii) Total Actuarial (gain)/loss	0.65	1.36
(iv) Actuarial (gain)/loss recognized in the year	0.65	1.36

f) The amounts to be recognized in the balance sheet and statements of profit and loss account

Particulars	31-03-2016	31-03-2015
(i) Present value of obligation at the end of year	13.76	13.76
(ii) Fair value of plan assets as at the end of the year	14.59	14.79
(iii) Fund status	0.83	1.02
(iv) Net asset/(liability) recognized in balance sheet	0.83	1.02

g) Expenses Recognized in statement of Profit and Loss

Particulars	31-03-2016	31-03-2015
(i) Current Service Cost	1.25	1.25
(ii) Interest Cost	1.02	0.85
(iii) Expected return on plan assets	(1.29)	(1.27)
(iv) Net Actuarial (gain)/ loss recognized in the year	0.65	1.36
(v) Expenses recognized in statement of Profit and loss	1.64	2.19

12. Trade Receivables, deposits and advance to parties include some old balances pending reconciliation/ adjustment/ confirmation.

13 In terms of Accounting Policy vide para No. A12 of Note No. 25, the Company assessed the Cash Generating Unit for Impairment Test using a discount rate of 8% and did not find any asset that requires a provision for impairment.

14 Operating Cycle is considered to be twelve months period.

15 Previous Year's Figures have been regrouped and re arranged wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR A.K.SABAT & CO  
CHARTERED ACCOUNTANTS

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

S.CHAND  
PARTNER  
Membership No.050063  
BHUBANESWAR  
DATED : 27th May 2016

KRISHNA PANDA  
COMPANY SECRETARY

PHOENIX SURGICARE PRIVATE LIMITED  
(Wholly owned Subsidiary Company)

**PHOENIX SURGICARE PRIVATE LIMITED**

( Wholly owned Subsidiary Company )

**BOARD OF DIRECTORS' REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016  
Under Section 134(3) of the Companies Act, 2013**

To,  
**The Members,**  
**Phoenix Surgicare Private Limited**

Your Directors have great pleasure in presenting the 9th Annual Report on the business and operations of the Company together with the Audited Accounts and Auditors' Report for the financial year ended 31st March, 2016 containing the matters as required under section 134(3) of the Companies Act, 2013 (the Act) and Companies (Accounts) Rules, 2014 (the Rules).

**1. Highlights of the financial performance during the financial year:**

During the year under review, the highlights of the performance of your Company were as under:-

**Financial Performance:**

Sl.	PARTICULARS	2015-16	2014-15
1.	Revenue from Operation	–	–
2.	Other Income	9590	9303
3.	Total Income (1+2)	9590	9303
4.	Total Expenses	26523	49360
5.	Profit/(Loss) before Exceptional Items	(16933)	(40057)
6.	Profit/(Loss) before Tax	(16933)	(40057)
7.	Less : Tax Expenses	–	–
8.	Net Profit / (Loss) after tax	(16933)	(40057)
9.	Earning Per Share (Basic & Diluted)	(0.14)	(0.32)

**State of the Company's Affairs at the end of the year:**

Description	2015-16	2014-15
<b>I. EQUITY AND LIABILITIES</b>		
1- Shareholders' funds		
(a) Share Capital	12,42,000	12,42,000
(b) Reserves and Surplus	15,15,602	15,32,535
2- Non-current liabilities	–	–
3- Current liabilities	23,175	5,618
<b>TOTAL</b>	<b>27,80,777</b>	<b>27,80,153</b>
<b>II. ASSETS</b>		
1- Non-current assets	–	–
2- Current assets	27,80,777	27,80,153
<b>TOTAL</b>	<b>27,80,777</b>	<b>27,80,153</b>

**2. Operations :**

The Company was incorporated on 28th June, 2004 as a Private limited Company. The Company is engaged in the business of buying, selling of real estate, manufacture of band aids, plaster paris, bandage, surgical, orthopaedic bandage, contraceptives, pharmaceuticals formulation and bulk drug etc.

**3. Industries Scenario and Business Outlook :**

The vision of the company is to expand its existing business.

**4. Change in the nature of business of the Company:**

During the financial year, there is no change in nature of business of company.

**5. Amount which the Company proposes to carry to any reserves:**

Your Board of Directors has proposed to transfer an amount of Rs. 4,105,152 to the reserves during the financial year ended 31st March, 2016.

**6. Amount which the Company recommends for payment by way of dividend:**

Your Board of Directors has not recommended any payment of dividend to its Shareholders for the financial year.

**7. Particulars of Loans, Guarantees or Investments :**

The Company has not given any loan, guarantee or made any investment during the financial year.

**8. Particulars of contracts or arrangements with Related Parties :**

Since there is no business in the company there are no contracts or arrangements with Related Parties.

**9. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo :**

Your Company has nothing to report regarding Technology absorption, Energy Conservation and Foreign exchange earnings and outgo during the year under review.

**10. Details relating to the Deposits covered under Chapter- V of the Act:**

The Company has not accepted any deposits during the financial year 2015-16.



## Annual Report 2016

### 11. Details of Directors appointed / resigned during the year :

There has been no change in the constitution of Board during the year under review i.e. the structure of the Board remains the same. The strength of the Board as on March 31, 2016 is four (4) directors. They are as follows:

• Mr. Dillip Kumar Das	Director
• Mr. Deepak Kumar Das	Director
• Mr. Sambit Mohanty	Director
• Mr. Debasis Das	Director

### 12. Statutory Auditors:

Shri Abhijit Patra of M/s. A S S A & Associates. Chartered Accountants, Jhanjiri Mangala, Cuttack, Statutory Auditors of the Company will retire at the forthcoming Annual General Meeting and eligible for reappointment.

### 13. Particulars of Employees:

None of the employees of the Company are in receipt of Rs. 5,00,000 per month or Rs. 60,00,000 per year pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 14. Board Meeting held during the year :

In compliance of the provisions in section 173(1) of the Companies Act, 2013 five (5) Meetings of the Board of Directors of the Company were held during the financial year. The details are as under :

Date of Board Meeting	Number of Directors attended the Meeting
17/04/2015	4
30/07/2015	3
03/11/2015	3
02/02/2016	4

### 15. Directors' Responsibility Statement :

Pursuant to clause (c) of section 134(3) of the Companies Act, 2013, your Directors hereby confirm that:

- In the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them Consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis, and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws

and that such systems were adequate and operating effectively.

### 16. Annual Performance evaluation of the Board and its Individual Directors:

The overall annual performances of the Board and its individual Directors for the financial year 2015-16 were good. The manner of such annual evaluation of performance would be framed by the Board in due course.

### 17. Extract of the Annual Return under section 92(3) of the Act:

The extract of the Annual Return of the Company for the year in the form MGT- 9 under section 92(3) of the Act is annexed hereto as Annexure- A and forms part of this Report.

### 18. Adequacy of internal financial controls with reference to the Financial Statements:

The internal financial controls with reference to the Financial Statements of the Company for the year are adequate.

### 19. Material changes and commitments, if any, affecting the financial position of the Company occurred after the Balance Sheet date:

No such material changes and commitments occurred after the Balance Sheet date.

### 20. Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future:

There was no such case happened during the year.

### 21. Name of the companies which became / ceased to be the Company's subsidiary, associate or joint venture company and their Performance and financial position :

The Company does not have any Subsidiary, Associate or Joint Venture Company.

### 22. Risk Management Policy :

The Board is of the opinion that, there are some elements of risk which may threaten the existence of the Company hence adequate risk management policy has been implemented by the Company.

### 23. Explanations or comments by the Board on every qualification, reservation or adverse remarks given by the auditor in its Report :

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self explanatory.

### 24. Acknowledgement :

Your Directors wish to place on record their appreciation of the excellent support received from its Bankers during the year under review.

Your Directors also wish to place on record their appreciation of the co-operation and support received from all the employees of the Company in sustaining the growth of the Company.

Place: Bhubaneswar  
Date:18/04/2016

For and on behalf of the  
Board of Directors

CHAIRMAN

PHOENIX SURGICARE PRIVATE LIMITED  
(Wholly owned Subsidiary Company)

**PHOENIX SURGICARE PRIVATE LIMITED**

Regd.office: 3337, Mancheswar Industrial Estate, Bhubaneswar-751010, Odisha  
CIN:- U70100OR2004PTC011535  
E-mail ID- Info@alfa.in

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U70100OR2004PTC011535
2.	Registration Date	28 06 2004
3.	Name of the Company	PHOENIX SURGICARE PRIVATE LIMITED
4.	Category/Sub-category of the Company	
5.	Address of the Registered office & contact details	3337, MANCHESWAR INDUSTRIAL ESTATE BHUBANESWAR, ORISSA - 751010
6.	Whether listed company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Since there is no business in the company, there is not principal business activity .		

**III. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) Indian									
a) Individual/ HUF	0	124200	124200	100	0	124200	124200	100	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	0	124200	124200	100	0	124200	124200	100	0

## Annual Report 2016

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Demat
<b>B. Public</b>									
<b>Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs									
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	0	124200	124200	100	0	124200	124200	100	0

**PHOENIX SURGICARE PRIVATE LIMITED**  
(Wholly owned Subsidiary Company)

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the beginning of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Deepak Ku Das	100	.1		100			0
2	Alfa Transformers Ltd.	124100	99.9		124100	99.9		

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	–	–	–	–
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No change	–	–	–
	At the end of the year	–	–	–	–

**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	–	–	–	–
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	–	–	–	–
	At the end of the year	–	–	–	–

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	100	.1		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

## Annual Report 2016

**V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment. NIL**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	--	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	--
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	--	-	-	-
iii) Interest accrued but not due	-	--	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL**

**B. Remuneration to other directors: NIL**

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: NIL**

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

### PHOENIX SURGICARE PRIVATE LIMITED

Regd.office: 3337, Mancheswar Industrial Estate, Bhubaneswar-751010, Odisha

CIN:- U70100OR2004PTC011535

E-mail ID- Info@alfa.in

**DETAILS OF SHARES/DEBENTURES HELD AT THE FINANCIAL YEAR ENDING 31.03.2016**

Leger Folio of Share Holder: 4 & 6 Share Holder's Name: <b>Alfa Transformers Limited</b> Father's/Husband's Name: - Body Corporate Type of Share: EQUITY No. of Shares Held : <b>124100</b> Amount Per Share: Rs.10/-	Address: 3337, Mancheswar Industrial Estate, Mancheswar Dist : Khurda, State: Odisha, PIN: 751017
Leger Folio of Share Holder: 5 Share Holder's Name: <b>Deepak Kumar Das</b> Father's/Husband's Name: Late Krutibas Das Type of Share: EQUITY No. of Shares Held : <b>100</b> Amount Per Share: Rs.10/-	Address: Plot No.669, Ekamra Villa, IRC Village, Jayadev Vihar, Town/City: Bhubaneswar Dist : Khurda, State: Odisha, PIN: 751015

PHOENIX SURGICARE PRIVATE LIMITED  
(Wholly owned Subsidiary Company)

PHOENIX SURGICARE PRIVATE LIMITED  
( Wholly owned Subsidiary Company )

INDEPENDENT AUDITORS' REPORT

To  
The Members  
Phoenix Surgicare Private Limited.  
Report on the Financial Statements

We have audited the accompanying financial statements of "Phoenix Surgicare Private Limited", which comprise the Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these Financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the

Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its profit for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. The Company does not come under the purview of Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
  - (c) There are no branches of the company.
  - (d) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - (e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (f) On the basis of the written representations received from the directors as on 31 st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - (i) The Company does not have any pending litigations which would impact its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A S S A & Associates  
Chartered Accountants  
Firm's registration number: 327704E

(ABHIJIT PATRA)  
Partner

Membership number: 302726

Place: Cuttack  
Date : 17<sup>th</sup> April, 2016

## Annual Report 2016

### BALANCE SHEET AS AT 31ST MARCH, 2016

( Amount in ₹ )

Particulars	Note No.	As at 31st March 2016		As at 31st March 2015	
<b>I. EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' Funds</b>					
(a) Share Capital	1	1242000		1242000	
(b) Reserves and Surplus	2	1515602		1532535	
			2757602		2774535
<b>2 Share Application Money Pending Allotment</b>					
			—		—
<b>3 Non-Current Liabilities</b>					
(a) Long-Term Borrowings		—		—	
(b) Deferred Tax Liabilities (Net)		—		—	
(c) Other Long Term Liabilities		—		—	
(d) Long-Term Provisions		—		—	
<b>4 Current Liabilities</b>					
(a) Short-Term Borrowings		—		—	
(b) Trade Payables		—		—	
(c) Other Current Liabilities	3	23175		5618	
(d) Short-Term Provisions	4	—		—	
			23175		5618
<b>TOTAL</b>			<b>2780777</b>		<b>2780153</b>
<b>II. ASSETS</b>					
<b>1 Non-Current Assets</b>					
(a) Fixed Assets					
(i) Tangible Assets		—		—	
(b) Non-Current Investments		—		—	
(c) Long-Term Loans & Advances		—		—	
(d) Other Non-Current Assets		—		—	
<b>2 Current assets</b>					
(a) Current Investments		—		—	
(b) Inventories		—		—	
(c) Trade Receivables		—		—	
(d) Cash and Cash equivalents	5	126692		120450	
(e) Short-Term Loans and Advances	6	2654085		2659703	
(f) Other Current Assets		—		—	
			2780777		2780153
<b>TOTAL</b>			<b>2780777</b>		<b>2780153</b>
SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON ACCOUNTS	8 & 9				

In terms of our report attached.

**For A S S A & ASSOCIATES**  
CHARTERED ACCOUNTANTS

(ABHIJIT PATRA)  
PARTNER  
M No. 302726  
Place : CUTTACK  
Date : 18/04/2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

DILLIP KUMAR DAS  
DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR

PHOENIX SURGICARE PRIVATE LIMITED  
(Wholly owned Subsidiary Company)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

( Amount in ₹ )

Particulars	Note No.	For the year ended 31st March,2016	For the year ended 31st March,2015
I. Revenue from Operations		—	—
II. Other Income			
Interest on Fixed Deposits		9590	9294
Misc. Income		—	9
<b>III. Total Revenue (I + II)</b>		<b>9590</b>	<b>9303</b>
IV. EXPENDITURE :			
Cost of Materials Consumed		—	—
Changes in Inventories of Finished Goods			
Work-in-Progress		—	—
Employee Benefits Expenses		—	—
Finance Costs		—	—
Depreciation and Amortization expense		—	—
Other Expenses		26523	49360
Total Expenses	<b>7</b>	<b>26523</b>	<b>49360</b>
<b>V. Profit/(Loss) Before Exceptional and Extraordinary Items and Tax (III-IV)</b>		<b>(16933)</b>	<b>(40057)</b>
VI. Exceptional Items- Profit on Sale of Land		—	—
<b>VII. Profit/(Loss) Before Extraordinary Items and Tax (V - VI)</b>		<b>(16933)</b>	<b>(40057)</b>
VIII. Extraordinary Items		—	—
<b>IX. Profit/(Loss) Before Tax (VII- VIII)</b>		<b>(16933)</b>	<b>(40057)</b>
X Tax Expenses:			
(1) Current Tax		—	—
(2) Deferred Tax Assets/(Liabilities) [Net]		—	—
<b>XI Profit/(Loss) for the period (IX-X)</b>		<b>(16933)</b>	<b>(40057)</b>
XII Earnings Per Equity Share:			
(1) Basic & Diluted		(0.14)	(0.32)
SIGNIFICANT ACCOUNTING POLICIES & ADDITIONAL NOTES ON ACCOUNTS	8 & 9		

In terms of our report attached.

**For A S S A & ASSOCIATES**  
CHARTERED ACCOUNTANTS

(ABHIJIT PATRA)  
PARTNER  
Place : CUTTACK  
Date : 18/04/2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

DILLIP KUMAR DAS  
DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR



## Annual Report 2016

### Statement of Cash Flow for the year ended 31 March, 2016

( Amount in ₹ )

Particulars	As at 31st March 2016		As at 31st March 2015	
<b>A. Cash flow from operating activities</b>		(16,933.00)		(40,057.00)
Net Profit/(Loss) before extraordinary items and tax				
<u>Adjustments for :</u>				
Depreciation and amortisation		-		-
Operating profit / (loss) before working capital changes		(16,933.00)		(40,057.00)
Changes in working capital :				
Adjustments for (increase)/decrease in operating assets :				
Short-term loans and advances Increase/(Decrease)	5,618.00		538,608.00	
Adjustments for increase/(decrease) in operating liabilities :				
Trade Payable & Provisions-Decrease / (Increase)	17,557.00		(26,882.00)	
Short-term provisions			(484,483.00)	
		23,175.00		27,243.00
<b>Net Cash Flow from/(used in) operating Activities (A)</b>		<b>6,242.00</b>		<b>(12,814.00)</b>
<b>B. Cash flow from investing activities</b>				
(Increase)/Decrease in Fixed Deposit				
<b>Net cash flow from /(used in) investing activities (B)</b>		-		-
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings				
Repayment of long-term borrowings				
<b>Net cash flow from /(used in) financing activities (C)</b>		-		-
<b>Net increase / (decrease) in Cash and Cash equivalents (A+B+C)</b>		<b>6,242.00</b>		<b>(12,814.00)</b>
Cash and cash equivalents at the beginning of the year		120,450.00		133,264.00
<b>Cash &amp; Cash equivalents at the end of year</b>		<b>126,692.00</b>		<b>120,450.00</b>
Cash and Cash Equivalents comprises				
- Cash	300.00		300.00	
- Balance with Schedule Banks	126,392.00		120,150.00	
	126,692.00	-	120,450.00	-
<b>See accompanying notes forming part of the financial statements</b>				

In terms of our report attached.

**For A S S A & ASSOCIATES**  
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

(ABHIJIT PATRA)  
PARTNER  
Place : CUTTACK  
Date : 18/04/2016

DILLIP KUMAR DAS  
DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR

PHOENIX SURGICARE PRIVATE LIMITED  
(Wholly owned Subsidiary Company)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1. SHARE CAPITAL

( Amount in ₹ )

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	Amount	Number	Amount
<b>Authorised Share Capital</b>				
Equity Shares of Rs. 10/- Each	1,000,000	10,000,000	1,000,000	10,000,000
<b>Issued , Subscribed &amp; Paid up:</b>				
Equity Shares pf Rs. 10/- each fully paid up	124,200	1,242,000	124,200	1,242,000
<b>Total</b>	<b>124,200</b>	<b>1,242,000</b>	<b>124,200</b>	<b>1,242,000</b>

1.1

( Amount in ₹ )

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	Amount	Number	% held
Shares outstanding at the beginning of the year	124,200	1,242,000	124,200	1,242,000
Shares issued during the year	—	—	—	—
Shares brought back during the year	—	—	—	—
Shares outstanding at the end of the year	124,200	1,242,000	124,200	1,242,000

1.2 124100 Equity Shares (Previous Year- 124100) are held by Alfa Transformers Limited and 100 Equity Share (Previous Tear-100) are held by Sri Deepak Kumar Das as a nominee Director of Alfa Transformers Limited, the Holding Company, Above disclosure is required for each class of shares held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate.

1.3 Details of Shareholders holding more than 5% shares :

( Amount in ₹ )

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number	% held	Number	% held
Alfa Transformers Limited	124100	99.92%	124100	99.92%

2. RESERVES AND SURPLUS

( Amount in ₹ )

Particulars	As at 31st March 2016	As at 31st March 2015
<b>General Reserve :</b>		
Opening Balance as per Last Balance Sheet	1000000	1000000
Add: Transfer from Profit and Loss Account	—	—
Closing Balance	1000000	1000000
<b>Profit and Loss Account :</b>		
Opening Balance as per Last Balance Sheet	532535	572592
Add : Profit/(Loss) for the year	(16933)	(40057)
Less: Transferred to Profit and Loss Account	—	—
Closing Balance	515602	532535
<b>TOTAL</b>	<b>1515602</b>	<b>1532535</b>

3. OTHER CURRENT LIABILITIES

( Amount in ₹ )

Particulars	As at 31st March 2016	As at 31st March 2015
a. Audit Fees Payable	5725	5618
b. Professional Fees Payable	11450	—
c. Filling Fees Payable	6000	—
	<b>23175</b>	<b>5618</b>

## Annual Report 2016

#### 4. SHORT TERM PROVISIONS ( Amount in ₹ )

Particulars	As at 31st March 2016	As at 31st March 2015
Provision for Income Tax	—	—
	—	—

#### 5. CASH AND BANK BALANCES ( Amount in ₹ )

Particulars	As at 31st March 2016	As at 31st March 2015
Balance With Banks		
— In Current Account	7508	10856
— In Fixed Deposit Account	118884	109294
Cash on Hand	300	300
	<b>126692</b>	<b>120450</b>

#### 6. SHORT TERM LOANS AND ADVANCES ( Amount in ₹ )

Particulars	As at 31st March 2016	As at 31st March 2015
a. Loans and Advance to related parties		
Alfa Transformers Limited	2654085	2659703
	<b>2654085</b>	<b>2659703</b>

#### 7. OTHER EXPENSES ( Amount in ₹ )

Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
Auditors' Remuneration	5618	5618
Filing Fees	9400	9400
Bank Charges	618	618
Interest	24364	24364
Legal and Professional Fees	9360	9360
<b>TOTAL</b>	<b>49360</b>	<b>49360</b>

### SCHEDULE - 8

#### SIGNIFICANT ACCOUNTING POLICIES AND ADDITIONAL NOTES ON ACCOUNTS:

##### 1 PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under historical cost convention on the accrual basis and the accordance with the applicable Accounting Standards and the relevant provisions of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable.

##### 2 REVENUE RECOGNITION :

Revenue from sale of goods is recognized when ownership in goods is transferred to the customers, normally at the point of dispatch. As regards services, income is accounted as and when services are rendered. In cases has been made on receipt of instalment from customer on or after due date.

##### 3 Fixed Assets/ Depreciation:

Fixed assets are stated at cost less accumulated depreciation. Depreciation is charged on straight line method in accordance with the Companies' Act, 1956 and as per rates specified in Schedule XIV of the above Act. In case of additions / sales of the assets depreciation is charged on pro- rata basis.

**PHOENIX SURGICARE PRIVATE LIMITED**  
(Wholly owned Subsidiary Company)

**4 Taxation:**

Provision for current tax is made on the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

**5 Provisions and Contingent Liability:**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimates can be made of the amount the of obligation. Disclosure for the contingent liability is made when there is possible obligation or present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**NOTE NO. 9 : NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

- 1 Contingent liabilities not provided for – Rs. NIL (Previous year- Nil)
- 2 The Company is the subsidiary Company of M/s. Alfa Transformers Limited, which holds 99.92% Equity Shares of the Company.
- 3 There is no due to Micro, Small and Medium Enterprises. The Liability has been determined to the extent such parties have been identified on the basis of information available with the Company and the same has been relied by the auditor.
- 4 The Company has no operation activities during the financial year ended 31st March, 2016. So no operating cycle is considered.
- 5 Previous Years' figures have been regrouped and rearranged or restated wherever necessary.

**AS PER OUR REPORT OF EVEN DATE ATTACHED**

**For ABHIJIT PATRA & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**(ABHIJIT PATRA)  
M. Com., A.C.A.**

**Place : CUTTACK  
Date : 18/04/2016**

**FOR AND ON BEHALF OF THE BOARD**

**DILLIP KUMAR DAS  
DIRECTOR**

**DEEPAK KUMAR DAS  
DIRECTOR**



**ALFA TRANSFORMERS LIMITED**

**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 Share-holders may obtain additional Attendance Slip at the Venue of the Meeting.

DP. Id*	
---------	--

Folio No.	
-----------	--

Client Id *	
-------------	--

NAME AND ADDRESS OF THE MEMBER:

No.of Share(s) held :

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Company held on Wednesday, the 28th day of September, 2016 at 11.30 A.M. at Hotel "THE NEW MARRION", Bhubaneswar

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.

TEAR HEAR

**PROXY FORM**

**ALFA TRANSFORMERS LIMITED**

**Regd. Office: Plot No.3337, Mancheswar Industrial Estate, Bhubaneswar – 751010  
Telephone: 0674 - 2580484 / 2581036**

DP. Id*	
---------	--

Folio No.	
-----------	--

Client Id *	
-------------	--

I/We, \_\_\_\_\_ of \_\_\_\_\_

Being Member / Members of Alfa Transformers Limited, hereby appoint..... of  
..... of failing him ..... of .....

..... As my/our proxy to vote for me/us and on my/our behalf at the 34<sup>th</sup> Annual  
General Meeting of the company to be held on Wednesday, the 28th day of September, 2016 at  
11.30 A.M. at Hotel "THE NEW MARRION", Bhubaneswar

Affix Re. 1/-  
Revenue  
Stamp

\* Applicable for investors holding shares in electronic form.

**NOTE:**

1. The proxy form signed across Re.1/- stamp should reach Company's Registered Office Atleast 48 Hours before the schedule time of Meeting.
2. The Form should be signed across the stamp as per specimen signature registered with the Company.
3. A proxy need not be a member.
4. The above Attendance Slip should be sent to the Proxy appointed by you and not to the Company.

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata-700026, Phone: (033) 40724051 to 53, Fax : (033) 40724054, e-mail:mcssta@rediffmail.com. RTA of the Company. Please furnish the data as per the format given below :

**SUBMISSION OF E-MAIL ADDRESS  
OF  
MEMBERS OF ALFA TRANSFORMERS LIMITED**

NAME	
E-MAIL I.D.	
ADDRESS	
D.P. I.D.	
CLIENT I.D.	
FOLIO NO. (In case of Physical Holding)	
NO. OF EQUITY SHARES HELD (The period for which held)	
Specimen signature of the member	