



ALFA TRANSFORMERS LTD.

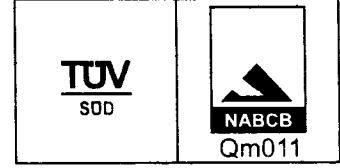
CIN-L311020R1982PLC001151

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

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

Date: 02.03.2019

To,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai
400 001



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

Sub: Notice of Extra-Ordinary General Meeting of the Company
Scrip Code: 517546

Dear Sir,
Please find attached herewith the notice of Extra-Ordinary General Meeting to be held on 25th day of March, 2019 at 11.30 A.M. at the registered office of the Company at Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar-751010, Odisha.

Further the said notice has been despatched to the shareholders on 01.03.2019.

Thanking You,
Yours faithfully

For Alfa Transformers Ltd.
For Alfa Transformers Ltd

Debasish Dibyajyoti Deo
Debasish Dibyajyoti Deo
Company Secretary
Company Secretary



Encl: Notice of EoGM.

Plant at Bhubaneswar : Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar -751010 & Plot No. 2. Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar -751010
Plant at Vadodara : Plot No. 1046, 1047 & 1048, G.I.D.C. Estate, Waghoda, Dist : Vadodara-391760, Gujrat

ALFA TRANSFORMERS LTD

CIN: L31102OR1982PLC001151 Regd. Office: Plot No. 3337,

Mancheswar Industrial Estate

Bhubaneswar, 751010, Odisha, India Tel No: 0674-2580484, 2581036

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

URL: www.alfa.in

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of Members of Alfa Transformers Limited ('the Company') will be held on Monday, March 25th, 2019 at 11.30 AM at the Registered Office of the Company at Plot no. 3337, M.I.E., BBSR-751010, Odisha to transact the following business:

Special Business:

Item No. 1: Closure of Unit II by way of disposal of land & building and unutilized machineries situated at Unit-II at Plot No. 2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar-751010 and transfer of usable machineries, furniture & fixtures etc to Unit I and Unit IV and sale of the flat at A/7, Grond Floor, Loard Gunjan Palace, Rasulgarh, Bhubaneswar-751010 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals and permissions as may be required from governmental, regulatory or judicial authority including requisite approvals as may be required from the lender bank SBI, Commercial Branch, Bhubaneswar and other authorities if any, Consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to close down the Unit II by way of disposal of land & building and unutilized machineries at Unit-II at Plot No- 2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar-751010 and transfer of usable machineries, furniture & fixtures etc to Unit I & Unit IV and the sale of the Flat No. A/7, Ground Floor, Lord Gunjan Palace, NH 203 Road, Near IMFA Head Quarters, Rasulgarh, Bhubaneswar-751010, Odisha and reduce the working capital liabilities of the lending banker, SBI, Commercial Branch, BBSR partially or fully in such manner as the Board may think fit and proper."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, including but not limited to finalizing the consideration amount, including finalizing the terms and conditions of payment, settlement of the same, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to this end and intent that the Members 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 on it, to the Chairman cum Managing Director and/or to the committee of directors constituted by the Board of the Company to give effect to the aforesaid resolution and to sign the necessary documents to give effect to the above resolution."

By order of the Board of Directors

For ALFA Transformers Limited

SD/-

Dillip Kumar Das

(Chairman cum Managing Director)

Date: 25th Feb 2019

Place: Bhubaneswar

NOTES FOR MEMBER'S ATTENTION:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Businesses under item No.1 of the Notice as set out above, are annexed hereto.
3. All the physical shareholders of the Company are requested to dematerialize their shares.
4. Non-Resident Indian Shareholders are requested to inform Share Transfer Agent immediately:
 - i. The change in the residential status on return to India for Permanent Settlement.
 - ii. The particulars of NRE Account with Bank in India, if not furnished earlier.
5. (a) Members are requested to notify immediately any change of address:
 - (i) to their Depository participants(DPs) in respect of their electronic share accounts; and
 - (ii) to the Company/Share Transfer Agent in respect of their physical share folio, if any.(b) In case the mailing address on this Notice is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.
6. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company at least seven days prior to the meeting so that the required information can be made available at the meeting.
7. Trading in the equity shares of the company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the company's equity share is INE 209C01015.
8. The members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members are requested to send all communications relating to shares to the company's Share Transfer Agent. (Physical and Electronic) to M/s MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata – 700 045. e- mail: mcssta@rediffmail.com
10. The names and address of the stock exchanges where-at the company's Share are listed, are given below:
 - a) BSE Limited,
Phiroze JeeJeebhoi Tower, Dalal Street, Mumbai-400 001
11. In compliance with the provisions of section 108 of the Companies Act 2013 and the rules framed there under and as per SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on the resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Friday, 22nd March, 2019 from 10 am and ends on Sunday, 24th March, 2019 at 5 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th March, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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).

- (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: 190225009** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The e-voting period commence on Friday, 22nd March, 2019 from 10 am and ends on Sunday, 24th March, 2019 at 5 pm. During this period, member of the company holding share either in physical form or in dematerialize form as on 18th March, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the company as on 18th March, 2019.
- iii. 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 3 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 provide 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 resolution at the EOGM of the company on 25th March, 2019 and communicated to the BSE Limited where the share of the company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 1

The Board in its meeting held on 14th February, 2019 has carried out a comprehensive review of the ongoing business operations of the Company and the financial challenges faced by the management in running the business, as the operations of the Company resulted a net loss of Rs. (51.69) Lakhs for the nine months period ended 31.12.2018. The Board also took into consideration the net losses of Rs. (278.38) Lakhs incurred by the Company for the financial year 2017-18 and accumulated losses of Rs. (1191.43) Lakhs as on 31.03.2018. The Board is of the opinion that the company is in need of funds for reversing this situation and reducing its debt burden which is increasing day by day.

The above situation arose due to gross underutilization of capacity leading to a stressed working capital situation. In spite of the various efforts made by the company to reverse the position for a prosperous future, a suitable business solution could not be arrived at.

Now the Board of Directors, after evaluating various options, have decided to recommend for your approval to the closure of Unit II by way of disposal of its land and building and unutilized machineries situated at Unit II at Plot No. 2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar-751010 and transfer of usable machineries, furniture & fixtures etc to Unit I and Unit IV and sale of the flat at A/7, Ground Floor, Lord Gunjan Palace, NH 203 Road, Near IMFA Head Quarters, Rasulgarh, BBSR-751010 for which it is seeking the approval of the members. This will enable the Board to dispose of its existing land & building at Unit II at Plot No. 2, Zone-D, Phase-A, Mancheswar Industrial Estate, BBSR-751010 and the flat at A/7, Ground Floor, Lord Gunjan Palace, NH 203 Road, Near IMFA Head Quarters, Rasulgarh, BBSR-751010 as a part of its financial restructuring to come out of the severe financial crisis being faced by the Company and would enable the Company to continue its operations at Unit I at Plot No. 3337 M.I.E., BBSR-

751010, Odisha and Unit IV at Plot No. 1046, 1047 & 1048, G.I.D.C. Estate, Waghoda, Dist: Vadodara-391760, Gujarat which will be beneficial for the Company and its shareholders.

Section 180(1) (a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings except with the consent of the Members by way of a special resolution.

The Special Resolutions contained in the Notice, have been proposed pursuant to the provisions of Sections 180 (1) (a) of the Companies Act, 2013 to close down the Unit II by way of sale of the land & building and unutilized machineries situated at Unit-II at Plot No. 2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar-751010 and transfer of usable machineries, furniture and fixtures to Unit I and Unit IV and sale of the flat at Loard Gunjan Palace, Rasulgarh, Bhubaneswar-751010 so as to reduce its working capital debt burden of the bank and make the business of the Company viable.

The Company will also obtain the Valuation Report and any other approvals, consents and permissions from lending bank SBI, Commercial Branch, Bhubaneswar, any other Govt. quasi Govt. regulatory authority. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel/Managers of the Company / their relatives is in anyway, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding / directorship, if any.

For Alfa transformers Limited

SD/-

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

Date: 25 February 2019

Place: Bhubaneswar

ATTENDANCE SLIP

ALFA TRANSFORMERS LIMITED

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

Telephone: (0674) 2580484, 2581036

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

Folio No.

NAME AND ADDRESS OF THE MEMBER:



No. of Share(s) held :

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, 25th March, 2019 at 11.30 AM at Plot No.3337, Mancheswar Industrial Estate, Bhubaneswar–751010.

Signature of **Member / Proxy**

(Name)

NOTE:

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

*Applicable for investors holding shares in electronic form.



PROXY FORM- MGT-11

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

ALFA TRANSFORMERS LIMITED

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

Telephone: (0674) 2580484, 2581036

Extra Ordinary General Meeting-March, 25th 2019 at the Regd. Ofc.

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

Registered Address: -----

Email id: -----

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

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

1. Name:-----

Address: -----

Email id: -----

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

2. Name:-----

Address: -----

Email id: -----

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

As my/our proxy to addend and vote (on a poll) for me /us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, 25th March, 2019 at pm At: Plot No.3337, Mancheswar Industrial Estate, Bhubaneswar-751010, the registered office of the Company and any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No	Description of Resolution	Vote		
		For	Against	Abstain
Special Business	Special Resolution			
1	Closure of Unit II by way of disposal of land & building and unutilized machineries situated at Unit-II at Plot No. 2, Zone-D, Phase-A, Mancheswar Industrial Estate, BBSR-751010 and transfer of usable machineries, furniture and fixtures etc to Unit I & Unit IV and sale of the flat at A/7,Ground Floor, Lord Gunjan Palace, Rasulgarh, Bhubaneswar-751010			

Signed this-----day of-----, 2019

Affix
Re.1/

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

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