



# ALFA TRANSFORMERS LTD.

CIN-L311020R1982PLC001151

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

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Date: 04.08.2018

To  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai- 400 001



ISO 9001 : 2008  
Certificate Registration No 99 100 11745

Dear Sir,

Sub: Submission of 36<sup>th</sup> Annual Report for the financial year 2017-18 pursuant to Regulation 34 of SEBI (LODR) Regulations, 2015

Scrip Code: 517546

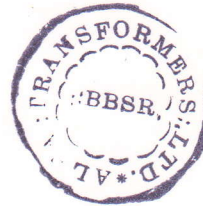
Please find enclosed the Annual Report 2017-18 along with the Notice for the 36<sup>th</sup> Annual General Meeting of Alfa Transformers Limited to be held on 30<sup>th</sup> August, 2018.

This is for your information and record.

Yours faithfully,

For Alfa Transformers Limited  
For Alfa Transformers Ltd

Debasish Dibyajyoti Das  
Company Secretary



Encl: as above

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

## Annual Report 2018

<b>BOARD OF DIRECTORS</b>	Shri Dillip Kumar Das Shri Gopal Krishan Gupta Shri Deepak Kumar Das Shri Debasis Das Smt. Sujita Patnaik Shri Amalendu Mohanty Shri N. C. Pal Shri Sambit Mohanty Shri Niranjan Mohanty Shri B. N. R. Patnaik	Chairman & Managing Director Whole-time Director (Operations) 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 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. PAMS & Associates Chartered Accountants Plot No. 506, Unit - IX, Bhoi Nagar Behind Bayababa Math, Bhubaneswar -751022	
<b>INTERNAL AUDITORS :</b>	<u>Bhubaneswar Unit</u> M/s. Goutam Lenka & Co. 101, Bijayaram Villa, Block A Ground Floor, 491, Nageswar Tangi Vivekanand Marg, Bhubaneswar-751002 <u>Vadodara Unit</u> M/s Vivek Sharma & Associates, Chartered Accountants, Zanda Bazar, Padra, Vadodara-391440	
<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>	Mr. Debasish Dibyajyoti Deo	
<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>FACTORY</b>	Unit-I : Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar –751010 Unit-II: Plot No.-2, Zone-D, Phase-A, Mancheswar Industrial Estate, Bhubaneswar-751010. Unit-IV: Plot No.1046, 1047 & 1048, GIDC Estate, Waghodia, Vadodara, Gujrat-391760.	
<b>REGISTRAR &amp; SHARE</b>	M/s MCS Share Transfer Agent Limited, 12/1/5,Manoharpukur Road, Kolkata-700026	
<b>TRANSFER AGENT</b>	Phone : 4072-4051 to 53, Fax: 4072-4054 e-mail:mcssta@rediffmail.com	
<b>LISTED IN</b>	BSE Limited	
<b>ISIN</b>	INE209C01015	
<b>CIN</b>	L31102OR1982PLC001151	



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**36th Annual General Meeting**

**On Thursday, The 30th day of August, 2018 At 12 Noon  
At Hotel "The New Marrison", 6 , Janpath, Bhubaneswar - 751 001**

## NOTICE

NOTICE is hereby given to the members of Alfa Transformers Limited that the 36th Annual General Meeting of the members of the Company will be held on Thursday, the 30th day of August, 2018 at Hotel "The New Marriion", Bhubaneswar-751001 at 12 noon, to transact the following business.

### ORDINARY BUSINESS:

1. a) To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.
- b) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, the reports of the Auditors thereon.
2. To re-appoint a Director in place of Mrs. Sujita Patnaik (DIN: 00488014), who retires by rotation and being eligible offers herself for reappointment.
3. To confirm the re-appointment of Statutory Auditors of the company and to fix their remuneration & in that connection to consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT,** pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, M/S PAMS & Associates, Chartered Accountants, Bhubaneswar having registration No. 316079E be and are hereby appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 36th Annual General Meeting till conclusion of the 37th Annual General Meeting of the Company with a remuneration of Rs. 2,20,000/- (Rupees Two Lakhs Twenty Thousand Only)."

**"RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

### SPECIAL BUSINESS:

4. To re-appoint Mr. Dillip Das (DIN: 00402931), as Chairman cum Managing Director of the company for a further period of Five (5) Years with effect from 07.08.2018.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, (including any statutory modifications, enactments or re-enactments thereof for the time being in force) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Dillip Kumar Das (DIN 00402931) as Chairman cum Managing Director of the Company for a further period of Five (5) years w.e.f. 07.08.2018."

**"RESOLVED FURTHER THAT** Mr. Dillip Kumar Das in his capacity as Chairman cum Managing Director be paid remuneration as already fixed by the Board of Directors in its meeting held on 12th February, 2018."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary, revise or increase the scope of remuneration in accordance with the provisions for payment of managerial remuneration under the Companies Act, 2013 and to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

5. To reappoint Mr. Debasish Das (DIN: 00402790), as Whole-time Director of the company for a further period of Five (5) Years with effect from 01.04.2018 to 31.03.2023

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of section 152, 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under or any statutory modification(s) or re-enactment there-of and such other approvals as may be necessary, consent of the shareholders of the company be and is hereby accorded for the re-appointment of Mr. Debasish Das, as Whole Time Director of the Company for a period of Five (5) years, with effect from 1st April 2018 to 31st March, 2023."

**"RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

6. To fix the remuneration, perquisites and other allowances of Chairman cum Managing Director and other Whole-time Directors.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions of Companies Act, 2013 (including any statutory modifications or reenactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, approval of the shareholders of the Company be and is hereby accorded for 10% increase in present gross annual remuneration, perquisites and other allowances of Mr. Dillip Kumar Das, Chairman cum Managing Director, Mr. Gopal Krishan Gupta, Mr. Deepak Kumar Das and Mr. Debasish Das, Whole-time Directors of the Company for a period of Two (2) years with effect from 1st day of April, 2018 to 31.03.2020 as per the details given hereunder:

(in Lakhs)

Name	Salary	Perquisites & Allowances
Dillip Kumar Das (CMD)	15.00	1.50
Gopal Krishan Gupta (WTD)	15.00	1.50
Deepak Kumar Das, (WTD)	8.00	0.80
Debasish Das (WTD)	8.00	0.80

**"RESOLVED FURTHER THAT** all the benefits like provident fund, superannuation, gratuity, leave encashment, performance bonus and reimbursement of expenses as approved earlier by the shareholders be continued besides above."

**"RESOLVED FURTHER THAT** the remuneration of the Whole-time Directors may further increase from time to time, depending upon the performance of the Company and subject to the overall ceiling laid down under the Companies Act, 2013."

**"RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the things and deeds as may be necessary to give effect to the above resolution."

7. To re-appoint Mr. Basuru Nageswar Rao Patnaik (DIN: 00554950) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ("Act") along with the Rules made there under (including any



statutory modifications or re-enactment thereof for the time being in force), SEBI (LODR) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Basuru Nageswar Rao Patnaik be and is hereby re-appointed as an Independent Director of the company for a period of three (3) years w.e.f. 01-04-2018 to 31st March, 2021."

"**RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

8. To re-appoint Dr. Nitai Chandra Pal (DIN: 00725674) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ("Act") along with the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), SEBI (LODR) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Nitai Chandra Pal be and is hereby re-appointed as an Independent Director of the company for a period of three (3) years w.e.f. 01-04-2018 to 31st March, 2021."

"**RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

9. To re-appoint Mr. Sambit Mohanty (DIN: 00402874) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ("Act") along with the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), SEBI (LODR) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Sambit Mohanty be and is hereby re-appointed as an Independent Director of the company for a period of three (3) years w.e.f. 01-04-2018 to 31st March, 2021."

"**RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

10. To re-appoint Mr. Niranjan Mohanty (DIN: 00916858) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ("Act") along with the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), SEBI (LODR) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Niranjan Mohanty be and is hereby

re-appointed as an Independent Director of the company for a period of three (3) years w.e.f. 01-04-2018 to 31st March, 2021."

"**RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

11. Appointment of Mr. Rahul Gupta (DIN: 00024732) as Independent Director of the company for a term of Two (2) years.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution** :

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 ("Act") along with the Rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), SEBI (LODR) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rahul Gupta be and is hereby appointed as an Independent Director of the company for a period of Two (2) years w.e.f. 01.08.2018."

"**RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

12. Appointment of Mr. Vipin Aggarwal (DIN: 00592734) as Director of the company for a term of Two (2) years.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution** :

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made there under, Mr. Vipin Aggarwal, (DIN: 00592734), appointed as an Additional Director by the Board of Directors with effect from 1st August, 2018 to hold office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a director of the Company, be and is hereby appointed as Director of the Company for a period of two years w.e.f. 1.8.2018., liable to retire by rotation".

"**RESOLVED FURTHER THAT** Mr. Deepak Kumar Das, Whole-time Director (Finance) and/or Mr. Debasish Dibyajyoti Deo, Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all the acts and deeds as may be necessary to give effect to the above resolution."

13. To ratify the remuneration of the Cost Auditors for the financial year 2018-19 and in this regard to consider and if thought fit, to pass with or without modification(s), the 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 2018-19 at a remuneration of Rs 35,000/- plus GST as applicable be and is hereby ratified."

14. Issuance of 6,00,000 fully convertible warrants on preferential basis to the persons 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 all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there under (including any statutory

## Annual Report 2018

modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot up to **6,00,000 (Six Lakhs) Fully Convertible Warrants ("Warrants")** to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each for cash **at an issue price of Rs. 35.50 (Rupees Thirty Five and Fifty Paise Only) per warrant** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Promoter Category ("Proposed Warrant Allottees"), in the manner as follows:

S.N.	Name of Allottee	Category	No. of Warrants
1.	Dillip Kumar Das	Promoter	150,000
2.	Debasish Das	Promoter	20,000
3.	Subhasish Das	Promoter Group	20,000
4.	Kiran Das	Promoter Group	20000
5.	Lopa Das	Promoter Group	20000
6.	Geetishree Das	Promoter Group	50,000
7.	Oricon Industries (P) Ltd.	Promoter Group	100,000
8.	Industrial Designs & Services Pvt. Ltd.	Promoter Group	150000
9.	Dillip Kumar Das (HUF)	Promoter Group	70,000
	<b>Total</b>		<b>6,00,000</b>

**"RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is **Tuesday, July 31, 2018.**"

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

- (a) Each Warrant held by the Proposed Warrant Allottees ("**Warrant Holder**") shall entitle each of them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").
- (b) The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

- (c) Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
- (d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottees.
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the upfront 25% amount paid thereon shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

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

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

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

15. Ratification of resolution passed at the extra ordinary general meeting (EoGM) of the company held on May 01, 2018 for issue of equity shares & warrants on a preferential allotment / private placement basis:  
This is with reference to the EGM notice dated April 04, 2018 convening the Extra-Ordinary General Meeting of the shareholders of the Company held on May 01, 2018 for issue of equity shares and warrants on a preferential allotment/private placement basis:

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

**"RESOLVED THAT** clause 3 and 5 of the explanatory statement to the shareholders' resolution set out in Item No. 2 & 3 annexed to the notice of Extra Ordinary General Meeting (EOGM) of the Company dated April 04, 2018 convening an Extra-Ordinary General Meeting of the shareholders of the Company, held on May 01, 2018, for issue of 18,62,617 Equity Share and 16,74,488 Warrants on a preferential allotment/private placement basis, be read as provided below and shall stand ratified in all respects.



## ALFA TRANSFORMERS LIMITED

**Sr. No. III of the Explanatory Statement to the shareholders' resolution no. 2 & 3 shall read as under :** The shareholding pattern of the Company before and after the proposed preferential issue to promoters and non- promoters is likely to be as follows:

Name of shareholders	Pre issue Shareholding Structure		No. of Equity Shares proposed to be allotted	Post Issue Shareholding		No. Of Warrants proposed to be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No of Shares	%		No of Shares	%		No of Shares	%
<b>Promoter &amp; Promoter Group</b>								
<b>(1) Indian</b>								
(a) Individuals /HUF	1654562	22.37	118000	1772562	19.15	145000	1917562	17.54
(b) Central Govt./State Govt.	-	-	-	-	-	-	-	-
(c) Bodies Corporate	2141804	28.96	100000	2241804	24.22	150000	2391804	21.88
(d) Financial Institutions /Banks	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>3796366</b>	<b>51.34</b>	<b>218000</b>	<b>4014366</b>	<b>43.36</b>	<b>295000</b>	<b>4309366</b>	<b>39.42</b>
<b>(2) Foreign</b>								
(a) Individuals (NRIs / Foreign Individuals)	-	-	-	-	-	-	-	-
(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</b>								
<b>(A) = (A)(1) + (A)(2)</b>	<b>3796366</b>	<b>51.34</b>	<b>218000</b>	<b>4014366</b>	<b>43.36</b>	<b>295000</b>	<b>4309366</b>	<b>39.42</b>
<b>Public</b>								
<b>B1) Institutions</b>								
Mutual Funds/	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-
<b>Sub Total B1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B2) Central Government/ State Government(s)/ President of India</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B3) Non-Institutions</b>								
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1144437	15.48	-	1144437	12.36	-	1144437	10.47
Individual share capital in excess of Rs. 2 Lacs	1751263	23.68	1518859	3270122	35.32	417517	3687639	33.73
<b>Any Other (specify)</b>	<b>702934</b>	<b>9.51</b>	<b>125758</b>	<b>828692</b>	<b>8.95</b>	<b>961971</b>	<b>1790663</b>	<b>16.38</b>
Non Resident Indians with Repat	102917	1.39	-	102917	1.11	-	102917	0.94
NRI without Repat	205317	2.78	-	205317	2.22	-	205317	1.88
Bodies Corporate	394700	5.34	125758	520458	5.62	9,61,971	1482429	13.56
<b>Sub Total B3</b>	<b>3598634</b>	<b>48.66</b>	<b>1644617</b>	<b>5243251</b>	<b>56.64</b>	<b>1379488</b>	<b>6622739</b>	<b>60.58</b>
<b>Total Public Shareholding</b>								
<b>B=B1+B2+B3</b>	<b>3598634</b>	<b>48.66</b>	<b>1644617</b>	<b>5243251</b>	<b>56.64</b>	<b>1379488</b>	<b>6622739</b>	<b>60.58</b>
<b>C) Non Promoter - Non Public</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A+B+C)</b>	<b>7395000</b>	<b>100.00</b>	<b>1862617</b>	<b>9257617</b>	<b>100.00</b>	<b>16,74,488</b>	<b>10932105</b>	<b>100.00</b>

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**Sr. No. V of the Explanatory Statement to the shareholders' resolution no. 2 & 3:**

Pre & Post preferential shareholding w.r.t. promoter and non-promoter allottees are as follows:

Sl. No.	Name of the Allottee	Category	Present Pre Issue Shareholding		Proposed No. Of Equity Shares Allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		Proposed No. Of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
			Pre-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital
1	Dillip Kumar Das	Promoter	1162961	15.73	25000	1187961	12.83	75000	1262961	11.55
2	Deepak Kumar Das	Promoter	57000	0.77	10000	67000	0.72	0	67000	0.61
3	Debasis Das	Promoter	121683	1.65	10000	131683	1.42	20000	151683	1.39
4	Subhashish Das	Promoter	41659	0.56	23000	64659	0.70	10000	74659	0.68
5	Kiran Das	Promoter Group	12390	0.17	25000	37390	0.40	20000	57390	0.52
6	Lopa Das	Promoter Group	6790	0.09	25000	31790	0.34	20000	51790	0.47
7	Industrial Designs & Services (P) Ltd.	Promoter Group	680842	9.21	100000	780842	8.43	150000	930842	8.51
8	Shreya Gupta	Non- Promoter	0	0	0	0	0	166000	166000	1.52
9	Vijaya Maheshwari	Non- Promoter	0	0	6000	6,000	0.06	0	6000	0.05
10	Vrinda Maheshwari	Non- Promoter	0	0	6000	6,000	0.06	0	6000	0.05
11	Sanjeev Kumar Jain	Non- Promoter	0	0	3000	3,000	0.03	0	3000	0.03
12	Sharda Gupta	Non- Promoter	100	0	2000	2,100	0.02	0	2100	0.02
13	Sarla Jaiswal	Non- Promoter	0	0	2000	2,000	0.02	0	2000	0.02
14	Ashish Kumar Jaiswal	Non- Promoter	0	0	2000	2,000	0.02	0	2000	0.02
15	Sunita Jaiswal	Non- Promoter	0	0	2000	2,000	0.02	0	2000	0.02
16	Dharmendra Kumar	Non- Promoter	0	0	2000	2,000	0.02	0	2000	0.02
17	Sarita Gupta	Non- Promoter	0	0	3000	3,000	0.03	0	3000	0.03
18	Shivam Singh	Non- Promoter	0	0	6000	6,000	0.06	0	6000	0.05
19	Himpushp Agriculture & Allied Services Pvt Ltd	Non- Promoter	36117	0.49	0	36117	0.39	530304	566421	5.18
20	AmitBhartia	Non- Promoter	0	0	151516	151516	1.64	0	151516	1.39
21	Longview Research and Advisory Services Pvt. Ltd.	Non- Promoter	0	0	0	0	0	266667	266667	2.44
22	Mukesh Kumar Chhaganlal	Non- Promoter	0	0	75758	75,758	0.82	0	75758	0.69
23	AbhayRao	Non- Promoter	0	0	75758	75,758	0.82	0	75758	0.69
24	HareshTikamTharani	Non- Promoter	0	0	151516	151516	1.64	0	151516	1.39
25	AlpanaMundra	Non- Promoter	0	0	151516	151516	1.64	0	151516	1.39
26	Sushma Jain	Non- Promoter	0	0	37879	37,879	0.41	0	37879	0.35
27	Manoj Jain	Non- Promoter	0	0	37879	37,879	0.41	0	37879	0.35
28	VaibhavRao	Non- Promoter	0	0	151519	151519	1.64	0	151519	1.39
29	Tricity Technologies Pvt. Ltd	Non- Promoter	0	0	50000	50,000	0.54	165000	215000	1.97
30	HarshvardhanHimatsingka	Non- Promoter	0	0	75758	75,758	0.82	0	75758	0.69
31	H. P. Singh	Non- Promoter	0	0	75758	75,758	0.82	0	75758	0.69
32	PunitKhanna	Non- Promoter	0	0	75758	75,758	0.82	0	75758	0.69
33	Nimish Shah	Non- Promoter	0	0	75758	75,758	0.82	0	75758	0.69
34	Ratnabali Investment Pvt. Ltd	Non- Promoter	0	0	75758	75,758	0.82	0	75758	0.69
35	SumitSavaliya	Non- Promoter	0	0	50000	50,000	0.54	0	50000	0.46
36	MeenabenSavaliya	Non- Promoter	2000	0.03	50000	52,000	0.56	0	52000	0.48
37	SandeshPandhare	Non- Promoter	0	0	30304	30,304	0.33	0	30304	0.28
38	Amarjit Singh	Non- Promoter	0	0	0	0	0	75758	75758	0.69
39	Ashish Sharma	Non- Promoter	599	0.01	0	599	0.01	30304	30903	0.28
40	Rajneesh Jain	Non- Promoter	0	0	0	0	0	45455	45455	0.42
41	Ajeetkakkhar	Non- Promoter	0	0	18182	18,182	0.2	0	18182	0.17
42	PoonamMunshiVyas	Non- Promoter	0	0	100000	100000	1.08	100000	200000	1.83
43	Puneet Gupta	Non- Promoter	0	0	100000	100000	1.08	0	100000	0.91
	<b>TOTAL</b>	<b>1862617</b>			<b>1674488</b>					

#Shareholding may change in tandem with any corporate action in between.





“**RESOLVED FURTHER THAT** all other clauses of the explanatory statement to the shareholders’ resolution set out in Item No. 2 & 3 annexed to the said EGM notice shall be read, interpreted and understood in a resembling manner as provided in an explanatory statement annexed with the notice of Extra Ordinary General Meeting (EOGM) of the Company dated April 04, 2018.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above modifications/ratifications/alterations in the EGM notice and Explanatory Statement dated April 04, 2018, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required in connection with the proposed allotment of Equity Shares and Warrants, without limitation of finalizing the offer letter and entering into the relevant agreements and including any act, matters and things already done with statutory authorities/ stock Exchanges and further authorize the Board to carry out all necessary acts, deeds, matters etc. as may be necessary for giving effect to the above modifications/ratifications/alterations and also to file the amendments/ ratifications with the Stock Exchange(s) and seek listing of such securities at the Stock Exchange(s) where the existing securities are listed.”

16. Ratification of resolution passed at 34th Annual General Meeting (AGM) of the members of Alfa Transformers Limited for issue of equity shares & warrants on a preferential allotment / private placement basis:

This is with reference to the AGM notice dated 12th August, 2016 convening an 34th Annual General Meeting of the shareholders of the Company held on 28th September, 2016 for issue of equity shares and warrants on a preferential allotment/private placement basis:

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

“**RESOLVED THAT** Clause I of the explanatory statement to the shareholders’ resolution set out in Item No. 8&9 annexed to the notice of 34th Annual General Meeting of the Company dated 12th August, 2016 convening an Annual General Meeting of the shareholders of the Company, 28th September, 2016, for issue of Equity Shares and Warrants on a preferential allotment/private placement basis be and is hereby ratified and it should read as under:

**Clause I. w.r.t., “Re-computation of Issue Price” of the Explanatory Statement to the shareholders’ resolution no. 8&9 shall read as under:**

Since the Company’s Equity Shares are infrequently traded, Regulation 76A of the SEBI (ICDR) Regulations applies to the Company and therefore, the Company need not 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 not applicable.

“**RESOLVED FURTHER THAT** all other clauses of the explanatory statement to the shareholders’ resolution set out in Item No. 8&9 annexed to the said AGM notice shall remain unchanged.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above modifications/ratifications/alterations in the said AGM notice and Explanatory Statement, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be required in connection with the proposed allotment of Equity Shares and Warrants, without limitation of finalizing the offer letter and entering into the relevant agreements and including any act, matters and things already done with statutory authorities/stock Exchanges and further authorize the Board to carry out all necessary acts, deeds, matters etc. as may be necessary for giving effect to the above modifications/ ratifications/alterations and also to file the amendments/ ratifications with the Stock Exchange(s) and seek listing of such securities at the Stock Exchange(s) where the existing securities are listed.”

**NOTES FOR MEMBER’S ATTENTION:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMEBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARECAPITAL OF THE COMPANY. AMEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARECAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.**
2. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 relating to the Special Businesses under item No.4 to 16 of the Notice as set out above, are annexed hereto.
3. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. Members/Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting.
5. The members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in order of names, will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 24th August, 2018 to Thursday, the 30th August, 2018 (both days inclusive) in terms of provisions of section 91 of the Companies Act, 2013.
8. Corporate Members intending to send their authorized representative to attend the meeting are requested to send the certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. As required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 relevant details of persons seeking appointment/reappointment as Directors are furnished in the Corporate Governance Report.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository Participant and accordingly copies of 36th Annual Report are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copy of the Annual Report 2017-18 will be sent by the permitted mode. Investors are requested to register their email addresses with MCS Share Transfer Agent Ltd if shares are held in physical mode or with Depository Participants if the shares are held in electronic mode.
11. In terms of the provisions of Section 124 of the Companies Act, 2013 the amount of dividend not encashed or claimed within 7 (Seven) years from

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the date of its transfer to the unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. Accordingly the unclaimed dividend in respect of financial year 2009-10 was due for transfer to the IEPF by October, 2017, so accordingly an amount of Rs. 1,45,296/- which was due for the financial year 2009-10 was transferred to IEPF account. In terms of provisions of Section 124 of the Companies Act 2013 no claim shall lie against the Company for the said fund after the said transfer.

**12. All the physical shareholders of the Company are requested to dematerialize their shares. It is hereby informed that pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. In order to comply with the above regulation the shareholders of the Company who are holding their shares in physical mode are requested to dematerialize their shares.**

**13. Non-Resident Indian Shareholders are requested to inform Share Transfer Agent immediately:**

- i. The change in the residential status on return to India for Permanent Settlement.
- ii. The particulars of NRE Account with Bank in India, if not furnished earlier.

**14. (a) Members are requested to notify immediately any change of address:**

- (i) to their Depository participants (DPs) in respect of their electronic share accounts; and
- (ii) to the Company/Share Transfer Agent in respect of their physical share folio, if any.

(b) In case the mailing address on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.

**15. Members are requested to send all communications relating to shares to the company's Share Transfer Agent (Physical and Electronic) to M/s MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata-700026, e-mail: mcssta@rediffmail.com**

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

- a) BSE Limited,  
PhirozeJeeJeebhoi Tower, Dalal Street, Mumbai-400001

**17. In compliance with the provisions of section 108 of the Companies Act 2013 and the rules framed there under and as per SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on the resolutions set forth in this Notice.**

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

- (i) The e-voting period begins on Monday, 27th August, 2018 from 10 am and ends on Wednesday the 29th August, 2018 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 Thursday, 23rd August, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.

- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth DOB	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. <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: 180730032 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.



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- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - 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 commences on Monday, 27th August, 2018 (10.00 a.m.) and ends on Wednesday, 29th August, 2018 (5.00 P.m.). During this period, member of the company holding share either in physical form or in dematerialized form as on 23rd August, 2018 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.
- The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on cut-off date i.e. 23rd August, 2018.
- 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.
- The scrutinizer, shall, within a period not exceeding forty eight (48) hours 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 votes casted in favor or against, if any, forthwith to the chairman of the company.
- The results declared along with the scrutinizers report shall be placed on the company's website [www.alfa.in](http://www.alfa.in) and with the website of CDSL within two days of passing of resolutions at the 36th AGM of the company on 30th August, 2018 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 :** To reappoint Mr. Dillip Das (DIN: 00402931), as Chairman cum Managing Director of the company for a further period of Five (5) Years with effect from 07.08.2018.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, reappointed Mr. Dillip Kumar Das as Chairman cum Managing Director of the Company effective from 07.08.2018. The Company has received from Mr. Dillip Kumar Das (i) Consent Letter in writing to act as the Managing Director in Form DIR-2 pursuant to Rule-8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164 (2) of the Act.

The brief profile and specific areas of experience of Mr. Dillip Kumar Das are provided as "Additional information on Directors recommended for appointment/re-appointment".

None of the Director(s) and KMP of the Company or their respective relatives except Mr. Dillip Kumar Das, to whom the resolution relates, are concerned or interested in the resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

**ITEM NO 5 :** To reappoint Mr. Debasis Das (DIN: 00402790), as Whole-time Director of the company for a further period of Five (5) Years with effect from 01.04.2018 to 31.03.2023

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, reappointed Mr. Debasis Das as Whole-time Director of the Company effective from 01.04.2018. The Company has received from Mr. Debasis Das (i) Consent Letter in writing to act as the Whole-time Director in Form DIR-2 pursuant to Rule-8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164 (2) of the Act.

The brief profile and specific areas of experience of Mr. Debasis Das are provided as "Additional information on Directors recommended for appointment/re-appointment".

None of the Director(s) and KMP of the Company or their respective relatives except Mr. Debasis Das, to whom the resolution relates, are concerned or interested in the resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

**ITEM NO 6:** To fix the remuneration, perquisites and other allowances of Chairman cum Managing Director and other Whole-time Directors.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee hiked the remuneration of the Chairman cum Managing Director and Whole-time Directors of the Company by 10% on the existing gross remuneration effective from 01.04.2018. The said remuneration is within the limit as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

None of the Director(s) and KMP of the Company or their respective relatives except the Directors, to whom the resolution relates, are concerned or interested in the resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

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**ITEM NO 7:** To re-appoint Mr. BasuruNageswarRaoPatnaik (DIN:00554950) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, re-appointed Mr. BasuruNageswarRaoPatnaik as Independent Director of the Company effective from 01.04.2018 for a period of Three (3) years. The Company has received from Mr. BasuruNageswarRaoPatnaik (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under for re-appointment of Mr. BasuruNageswarRaoPatnaik for a period Three (3) years commencing from 01.04.2018 to 31.03.2021.

In the opinion of the Board, Mr. Patnaik is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management of the Company. The profile and specific areas of expertise of Mr. Patnaik, are provided as "Additional information on Directors recommended for appointment/re-appointment"

None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 7 of the Notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

**ITEM NO 8:** To re-appoint Dr. NitaiChandra Pal (DIN:00725674) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, re-appointed Dr. NitaiChandra Pal as Independent Director of the Company effective from 01.04.2018 for a period of Three (3) years. The Company has received from Dr. NitaiChandra Pal (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under for re-appointment of Dr. NitaiChandra Pal for a period Three (3) years commencing from 01.04.2018 to 31.03.2021.

In the opinion of the Board, Dr. Pal is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management of the Company. The profile and specific areas of expertise of Dr. Pal, are provided as "Additional information on Directors recommended for appointment/re-appointment"

None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 8 of the Notice.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

**ITEM NO 9:** To re-appoint Mr. SambitMohanty (DIN:00402874) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, re-appointed Mr. SambitMohanty as Independent Director of the Company effective from 01.04.2018 for a period of Three (3) years. The Company has received from Mr. SambitMohanty (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under for re-appointment of Mr. SambitMohanty for a period Three (3) years commencing from 01.04.2018 to 31.03.2021.

In the opinion of the Board, Mr. Mohanty is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management of the Company. The profile and specific areas of expertise of Mr. Mohanty are provided as "Additional information on Directors recommended for appointment/re-appointment"

None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 9 of the Notice.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members.

**ITEM NO 10:** To re-appoint Mr. NiranjanMohanty (DIN:00916858) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, re-appointed Mr. NiranjanMohanty as Independent Director of the Company effective from 01.04.2018 for a period of Three (3) years. The Company has received from Mr. NiranjanMohanty (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Act.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under for re-appointment of Mr. NiranjanMohanty for a period Three (3) years commencing from 01.04.2018 to 31.03.2021.

In the opinion of the Board, Mr. NiranjanMohanty is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management of the Company. The profile and specific areas of expertise of Mr. NiranjanMohanty are provided as "Additional information on Directors recommended for appointment/re-appointment"

None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 10 of the Notice.

The Board recommends the resolution set forth in Item No. 10 for the approval of the members.



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**ITEM NO 11:** Appointment of Mr. Rahul Gupta (DIN:00024732) as Independent Director of the company for a term of Two (2) years.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Rahul Gupta as Independent Director of the Company effective from 01.08.2018 for a period of Two (2) years. The Company has received from Mr. Rahul Gupta (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act, (iii) a declaration to the effect that he meets the criteria of Independence as provided in Section 149 (6) of the Act and (iv) disclosure of his interest in Form-MBP-1.

The resolution seeks the approval of the members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made there under for the appointment of Mr. Rahul Gupta for a period of Two (2) years commencing from 01.08.2018.

In the opinion of the Board, Mr. Rahul Gupta is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management of the Company. The profile and specific areas of expertise of Mr. Rahul Gupta are provided as "Additional information on Directors recommended for appointment/re-appointment"

None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 11 of the Notice.

The Board recommends the resolution set forth in Item No. 11 for the approval of the members.

**ITEM NO 12:** Appointment of Mr. Vipin Aggarwal (DIN:00592734) as Director of the company for a term of Two (2) years.

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Vipin Aggarwal as Non-Executive Director of the Company effective from 01.08.2018. The Company has received from Mr. Vipin Aggarwal (i) Consent Letter in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of the Act, (iii) disclosure of his interest in Form-MBP-1.

The resolution seeks the approval of the members in terms of the provisions of the Act, read with the Rules made there under for the appointment of Mr. Vipin Aggarwal for a period of Two (2) years commencing from 01.08.2018.

In the opinion of the Board, Mr. Vipin Aggarwal is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under and his expertise in various filed will be helpful to the management of the Company. The profile and specific areas of expertise of Mr. Vipin Aggarwal are provided as "Additional information on Directors recommended for appointment/re-appointment"

None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 12 of the Notice.

The Board recommends the resolution set forth in Item No. 12 for the approval of the members.

**ITEM NO 13:** To ratify the remuneration of the Cost Auditors for the financial year 2018-19.

The Company is required under Section 148 of the Act read with the Companies ("Cost Audit Rules") to have the audit of its cost records for products covered

under the Cost Audit Rules conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. S. S. Sonthalia & Co., Cost Accountants as the Cost Auditor of the Company for the Financial year 2018-19 and the remuneration is fixed at Rs. 35,000/- plus GST at the applicable rate.

In accordance with the provisions of Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company. Accordingly the consent of the members is sought as an Ordinary Resolution for the Item set out at Item no. 10 of the Notice for ratification of the remuneration payable to Cost Auditors for the Financial Year ending 31.03.2019.

None of the Director(s) and KMP of the Company or their respective relatives are concerned or interested in the resolution mentioned at Item No. 13 of the Notice.

The Board recommends the resolution set forth in Item No. 13 for the approval of the members.

**ITEM NO 14 :** Issuance of 6,00,000 fully convertible warrants on preferential basis to the persons belonging to promoter category:

The Special Resolution contained in Item No. 14 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 6,00,000 Fully Convertible Warrants convertible into equivalent number of Equity Shares to the persons belonging to Promoter Category in terms of Chapter VII of SEBI (ICDR) Regulations, 2009 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on July 30, 2018.

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

### I. Objects of the Issue

As the members are aware that the Company serves to State Electricity Discoms which needs Bank Guarantee for more than Five (5) years. Moreover for procurement of raw materials/large orders and for timely execution of orders in hand, it continuously needs working capital to fund the same.

So the company is planning to raise capital by way of issue of Fully Convertible Warrants for infusion of funds to augment above funding needs of the company to meet the working capital requirements, general corporate purpose and such other purpose as the Board may decide.

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

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

S.N.	Name of Allottee	Category	No. of Warrants
1.	Dillip Kumar Das	Promoter cum Director	150,000
2.	Debasish Das	Promoter cum Director	20,000
3.	Subhasish Das	Promoter Group	20,000
4.	Kiran Das	Promoter Group	20000
5.	Lopa Das	Promoter Group	20000
6.	Geetishree Das	Promoter Group	50,000
7.	Oricon Industries (P) Ltd.	Promoter Group	100,000
8.	Industrial Designs & Services Pvt. Ltd.	Promoter Group	150000
9.	Dillip Kumar Das (HUF)	Promoter Group	70,000
<b>Total</b>			<b>6,00,000</b>

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

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

Name of shareholders	Pre issue Shareholding Structure		No. Of Warrants proposed to be Allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
	No of Shares	%		No of Shares	%
<b>Promoter &amp; Promoter Group</b>					
Promoter & Promoter Group					
<b>(1) Indian</b>					
(a) Individuals /HUF	1772562	20.35	350000	2122562	22.80
(c) Bodies Corporate	2241804	25.74	250000	2491804	26.76
<b>Sub Total (A)(1)</b>	<b>4014366</b>	<b>46.09</b>	<b>600000</b>	<b>4614366</b>	<b>49.56</b>
<b>(2) Foreign promoters</b>	0	0	0	0	0
<b>Total shareholding of Promoter &amp; Promoter Group (A) = (A)(1) + (A)(2)</b>	<b>4014366</b>	<b>46.09</b>	<b>600000</b>	<b>4614366</b>	<b>49.56</b>
<b>Public Shareholding</b>					
<b>B1)Institutional Investors</b>	0	0	0	0	0
<b>B3)Central Govt./Stat Govt/POI</b>	0	0	0	0	0
<b>B2)Non-Institutional Investors</b>					
<b>Individuals</b>	3825032	43.91	0	3825032	41.08
<b>Non Resident Indians with Repat</b>	100707	1.16	0	100707	1.08
<b>NRI without Repat</b>	205717	2.36	0	205717	2.21
<b>Bodies Corporate</b>	564823	6.48	0	564823	6.07
<b>Total Public Shareholding B=B1+B2+B3</b>	<b>4696279</b>	<b>53.91</b>	<b>0.00</b>	<b>4696279</b>	<b>50.44</b>
<b>C) Non Promoter - Non Public</b>	0	0	0	0	0
<b>TOTAL (A+B+C)</b>	<b>8710645</b>	<b>100.00</b>	<b>600000</b>	<b>9310645</b>	<b>100.00</b>

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

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

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of this special resolution.

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

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

Identity of the Proposed Allottees & the percentage of post preferential issue capital that may be held by them:

Sl. No.	Name of the Allottee	Category	Present Pre Issue Shareholding		Proposed No. Of Warrants Allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#		Ultimate Beneficial Owner
			Pre-Issue Holding	% Total Equity Capital		Post-Issue Holding	% Total Equity Capital	
1	DillipKumar Das	Promoter	1187961	13.64	150,000	1,337,961	14.37	N.A.
2	Debasish Das	Promoter	131683	1.51	20,000	151,683	1.63	N.A.
3	Subhasish Das	Promoter Group	64659	0.74	20,000	84,659	0.91	N.A.
4	Kiran Das	Promoter Group	37390	0.43	20000	57,390	0.62	N.A.
5	Lopa Das	Promoter Group	31790	0.36	20000	51,790	0.56	N.A.
6	Geetishree Das	Promoter Group	73117	0.84	50,000	123,117	1.32	N.A.
7	Dillip Kumar Das (HUF)	Promoter Group	88953	1.02	70,000	158,953	1.71	Mr. Dillip Kumar Das
8	Oricon Industries (P) Ltd.	Promoter Group	821614	9.43	100,000	921,614	9.90	Mr. Dillip Kumar Das
9	Industrial Designs and Services Pvt. Ltd.	Promoter Group	780842	8.96	150000	930,842	10.00	Mr. Dillip Kumar Das

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



## VI. Consequential Changes in the Voting Rights and Change in Management

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

## VII. Lock-in Period:

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

## VIII. Issue price and relevant date:

In terms of Regulation 76 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Tuesday, July 31, 2018 for the purpose of computation of issue price of the said Warrants.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at BSE. Therefore, in terms of Regulation 76(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 35.50 per Warrant, or such other price as may be decided by the Board in terms of Chapter VII of SEBI ICDR Regulations.

## IX. Re-computation of Issue Price:

The Board of Directors of the Company undertake that:

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

## X. Auditor's Certificate:

The certificate from M/S. PAMS & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Annual General Meeting.

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

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

## XII. Report of registered valuer :

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

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

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

The Board of Directors recommends the resolutions as set out in item no. 14 of this notice for the issue of Warrants, on a preferential basis, to the persons belonging to the promoter category by way of Special Resolution.

**ITEM NO 15:** Ratification of resolution passed at the extra ordinary general meeting (EoGM) of the company held on May 01, 2018 for issue of equity shares & warrants on a preferential allotment / private placement basis:

The shareholders of the Company at the EGM held on May 01, 2018 passed necessary resolutions to issue 18,62,617 Equity Shares and 16,74,488 Warrants to be issued and allotted, at an issue price of Rs. 33/- each, on preferential basis.

Accordingly, the Company applied to BSE Limited for seeking its 'In-Principle' approval for the proposed preferential issue, wherein BSE observed certain discrepancies in the Clauses III & V of the Explanatory Statement to shareholders' resolution no. 2 & 3. Based on interactions with BSE Limited, the Company was advised to seek ratification for disclosure of correct pre and post percentages for Non- Promoter allottees, & correct Pre & Post Shareholding Pattern in terms of Regulation 73(1)(e) of SEBI ICDR Regulations, 2009, by the members of the Company.

Based on the above mentioned Undertakings, the Company received 'In-principle' approval of the BSE Limited for issuance of 18,62,617 shares and 13,79,488 Warrants through preferential allotment/private placement on 28.06.2018, on a condition that the Company shall ratify the same before seeking Exchange's listing approval. The Warrants, as proposed to be allotted to the Promoters, pursuant to the Resolutions passed at the above mentioned EGM were not allotted by the Company.

Thus, to comply with the regulation 73(1)(e) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and to uphold the spirit of compliance, the Company has decided to seek approval of its members by way of ratification, in respect of the shares or warrants, for which In Principle Approval has been granted by BSE.

The Directors recommend the special resolution set out in Item No. 15 for the approval of the Members in terms of relevant provisions of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

**ITEM NO 16 :** Ratification of resolution passed at 34th annual general meeting (AGM) of the members of Alfa Transformers Limited for issue of equity shares & warrants on a preferential allotment / private placement basis:

With reference to the approval granted by the shareholders of the Company at the AGM held on September 28, 2016 (Item Nos. 8 & 9), for the preferential issue of Equity Shares and Warrants, in the clause I for "Re- computation of Price" in the Explanatory Statement for Item No. 8 & 9, inadvertent typographical error came to the notice of the Company. Thus, ratification from the members of the Company is sought from the shareholders' of the Company so as to rectify the error in the printed copy of the notice of 34th AGM dated August 12, 2016. All other terms mentioned in the said Notice remain unchanged.

The Directors recommend the special resolution set out in Item No. 16 for the approval of the Members in terms of relevant provisions of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

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### ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

Name	D.O.B	Field of experience	Years of experience	Designation	Date of Appointment
Dillip Das	26/01/1948	He is Graduate in Electrical Engineering from University College of Engineering, Burla, Sambalpur. He is a member of IEEE, USA; Institute of Standard Engineers and Fellow of Institute of Engineers India and also life member of Indian Council of Management Executives, Mumbai. He graduated in 1969 and worked under Government of Orissa as Assistant Engineer till August, 1973 & then resigned to start his proprietorship business for manufacture and repair of distribution Transformers. He is the promoter & managing Director of your company since 1982. He has rich experience over manufacturing and repairing of transformers. He is responsible for overall technical & commercial activities including designing, production planning, marketing, import & export etc.	46	Chairman cum Managing Director	Re-appointment on 29.05.2018 w.e.f 07.08.2018
Debasis Das	30/04/1973	Mr. Debasis Das, is a graduate from Utkal University and also hold the professional qualification of M.B.A. from X.I.M.B. He has started his career as an Assistant Manager (Marketing) in the Company. Due to his sincere and dedicated efforts, the Company could able to increase its sales in domestic market	21	Whole time Director	Reappointment on 12.02.2018 w.e.f. 01.04.2018 after expiry of tenure on 31.03.2018
BasuruNageswar RaoPatnaik	06/07/1950	Mr. B.N. R. Patnaik is An Engineering graduate from NIT,Rourkela having more than 35 years of experience in a State Level Development Bank (IPICOL)where he was engaged in providing Debt and Equity for industries in medium and large scale sector. He also has Experience in revival and financial restructuring of various industries and in formulation of State Govt. policies for setting up industries in the State. He is also associated with many industries such as cement, fertilizers, power, textiles, hotels and health care sector.		Independent Director	Reappointment on 12.02.2018 w.e.f. 01.04.2018 after expiry of tenure on 31.03.2018
Dr. Nitai Chandra Pal	22/05/1957	Dr. N.C.Pal, is a Fellow Member of the Institute of Cost and Works Accountants of India and Doctorate in Strategic Management of B.H.U. having total experience of 27 years key positions of Finance and Accounts of various organizations including M.N.C., Government of India Undertakings and Joint Sector Undertakings. Presently, he is the Director of Synergy Institute at Dhenkanal.		Independent Director	Reappointment on 12.02.2018 w.e.f. 01.04.2018 after expiry of tenure on 31.03.2018
Mr. SambitMohanty	01/05/1961	Mr. Sambit Kumar Mohanty, is having 26 years of work experience in Mechanical Product manufacturing. Presently he is the partner of M/s MM Company, Cuttack engaged in the manufacturing of Hand Pumps and Mechanical Engineering products.		Independent Director	Reappointment on 12.02.2018 w.e.f. 01.04.2018 after expiry of tenure on 31.03.2018
Mr. NiranjanMohanty	28/02/1950	Mr. NiranjanMohanty, is M.Sc. in Physics from Ravenshaw College, Cuttack under Utkal University and Post Graduate Diploma in Business Administration from Indian Institute of Ahmedabad. He has over 29 years of experience as an entrepreneur. Presently, he is the Director of Magnum Apparel Private Limited, Intemark Private Limited, Utkal Chamber of Commerce and Industries Limited, Orissa Knit Complex Private Limited, Cyberscribe Technologies Private Limited, Utkal Infrastructure Development Consortium Private Limited. He was the President of Utkal Chamber of Commerce & Industries.		Independent Director	Reappointment on 12.02.2018 w.e.f. 01.04.2018 after expiry of tenure on 31.03.2018
Mr. Rahul Gupta	26/01/1948	Mr Rahul Gupta, 51 years of age, is a Mechanical Engineer and MBA (Finance) and has over 28 years ofoperational, executive and entrepreneurial experience.He is running an IT services company based in Chandigarh and Bangalore, has made over 10 investments in hispersonal capacity and is an independent Director of over five companies including two listed companies namely AroGranites Ltd and Softech Engineers Ltd. He is known for his expertise in business and financial modelling, businessand strategic planning, creating winning teams and has played a key role in venture capital and IT Industry inIndia.	28	Independent Director	01.08.2018





# ALFA TRANSFORMERS LIMITED

Name	D.O.B	Field of experience	Years of experience	Designation	Date of Appointment
Mr. VipinAggarwal		VipinAggarwal is a seasoned professional of proven track record in Fund Management, Fund Raising, Real-Estate and Capital Markets with over 20 years experience. He has served reputed companies in his career.He's an MBA from Kurukshetra University and has participated in courses at IIM Ahmedabad and ISB, Hyderabad.He currently works with Frontline Venture Services as a Principal Partner. FVSPL advises Frontline Strategy Limited, a successful manager of mid market focused Private Equity funds. FSL manages Strategic Ventures Fund, India Industrial Growth Fund, CCube Angels Network and has delivered an IRR in excess of 20% over the last 12 years. Prior to the Fund he worked as Executive director Omaxe limited, (2006-2009), a Delhi based Real estate listed company. He founded and ran India's largest commodity broking house from 2001 to 2006. From 1996 to 2001 he worked as Chief Dealer, India operations with DBS Bank Securities, Singapore. He was involved in founding of India's largest and successful stock broking house, Bonanza Portfolio Ltd.VipinAggarwalis well networked with Global and National investors and companies. As Executive Director in 2007 he lead Omaxe Ltd, to the best ever IPO in real estate. The issue garnered an investment interest of \$10 billion. VipinAggarwalhas been on Board of Delhi Stock Exchange in past and is currently on the Board of Zamil Solar, the Indian venture of one of the largest Saudi Based industrial conglomerates. He is also on the board of SEMCO Ltd, a company active in Defense& Railways.	20	Non-Executive Director	01.08.2018

Your Directors recommend the appointment and reappointment of above dignitaries in 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**

**PLACE : BHUBANESWAR**

**Date: 30th July, 2018**

**Sd/-  
DEBASISH DIBYAJYOTI DEO**

**COMPANY SECRETARY**

**(ANNEXURE TO THE NOTICE FOR THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, 30TH AUGUST, 2018 AT 12NOON AT HOTEL "THE NEW MARRION", JANPATH, BHUBANESWAR, ODISHA-751001).**

Name & Registered Address of Sole/First named Member:

Joint Holders Name (If any) :  
Folio No. / DP ID & Client ID :  
No. of Equity Shares Held :

**Dear Shareholder,**

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 36th Annual General Meeting (AGM) to be held on Thursday,30th August, 2018 at 12 noon at the Registered Office of the Company atHotel "The New Marrison", Janpath, Bhubaneswar, Odisha-751001.

The Ministry of Corporate Affairs ("MCA") has started "Green Initiative in Corporate Governance", which provides for paperless compliances by companies through electronic mode. In the spirit of this initiative the Notice is being sent through e-mail to the members who have registered their e-mail-IDs. The E-Voting facility is being provided through CDSL e-voting platform. Please read the instructions given in the Notice for voting through the e-voting platform. Please click on the following link to view Notice along with Attendance Slip cum Proxy Form for Annual General Meeting of the Company scheduled to be held on Thursday, 30th August, 2018.

**Notice of 36th AGM& Annual Report for the F.Y. 2017-18-ALFA TRANSFORMERS LIMITED**

Notice and Annual Report are available on the website of the Company i.e. [www.alfa.in](http://www.alfa.in) and the physical copies may be procured from the Company's Registered Office at Plot No. 3337, Mancheswar Industrial Estate, Bhubaneswar, Odisha-751010.

**The Electronic Voting Particulars are set out below:**

EVSN (E-Voting Sequence Number)	User ID	PAN / Sequence No.
_____		The Electronic Voting particulars are set out on the address slip pasted on the envelop.

**The E-voting facility will be available during the following voting period:**

Remote e-Voting Start On	Remote e-Voting End On
Monday, 27th August, 2018 from 10:00 a.m. (IST)	Wednesday,29th August, 2018 till 05:00 p.m. (IST)

Members, who have been sent this Notice and Annual Report electronically and do not wish to avail e-voting facility organized through Central Depository Services (India) Ltd., may send a request to the Company (**ALFA TRANSFORMERS LIMITED**) at [info@alfa.in](mailto:info@alfa.in) for obtaining the physical copies of 'AGM Notice' and/or "Annual Report".

In case of any queries or issues regarding e-voting, e-voting manual is available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact CDSL e-voting helpdesk at 18002005533.Looking forward to your participating in the process.

By Order of the Board  
**For Alfa Transformers Ltd**  
Sd/-  
**DebasishDibyajyotiDeo**  
Company Secretary

Date : 30th July, 2018  
Place : Bhubaneswar

# Annual Report 2018

CIN : L31102OR1982PLC001151

## DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting before you the Thirty-Sixth Annual Report of your Company on the business and operations together with the Audited Financial Statements and Auditors' Report for the financial year ended 31st March'2018. You will be happy to know that despite the sluggish market conditions, your company has achieved considerably satisfactory result during the year under Report. The performance of the Company during the year under Report is summarized as below:

### FINANCIAL HIGHLIGHTS:

The summarized financial results of our operations for the Financial Year ending 31st March'2018 is detailed hereunder.

(Rs.in lakhs)

Particulars	2017-18	2016-17
Revenue from operations	4696.52	2874.41
Other Income	17.28	27.20
<b>Total Income (1+2)</b>	<b>4713.80</b>	<b>2901.61</b>
Profit/(Loss) before Interest, Depreciation and Tax	35.18	32.65
Less : Interest and Finance Charges	196.60	196.70
Less : Depreciation	115.41	118.91
Profit/ (Loss) before Exceptional Items (4-5-6)	(276.83)	(282.96)
Add : Exceptional Items	--	--
<b>Profit/(Loss) before Tax (7+8)</b>	<b>(276.83)</b>	<b>(282.96)</b>
Less : Income Tax	(0.53)	(0.19)
<b>Profit/ (Loss) after Tax (9-10)</b>	<b>(277.36)</b>	<b>(283.15)</b>
Add : Balance Carried forward from Statement of Profit and Loss A/C	(914.07)	(630.92)
Balance Carried to Balance Sheet	(1191.43)	(914.07)
<b>Earning per Share (Basic &amp; Diluted)</b>	<b>(3.76)</b>	<b>(4.49)</b>

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

### FINANCIAL PERFORMANCE :

In the competitive market, the Company was able to achieve Sales and Other income to the extent of Rs. 47.13 cores in the present year as compared to Rs. 29.01 cores in the previous year. With sustained effort the Company has been able to book order of Rs. 40.19 Crores (As on 28.05.18). Further orders are under negotiation with some parties from Libiya. With this we see strong improvement in F.Y. 2018-19.

With its strong market presence and performance, the company is in a position to attract investment from various private equity investors. During the financial year 2017-18 the Company has gone for preferential allotment of shares and warrants which resulted in inflow of funds amounting to Rs 206.74 Lakhs. During the current financial year, the Company is expecting inflows about Rs. 6,14,66,361/- from Preferential Issue of Equity Shares and Rs. 1,38,14,526/- i.e. 25% of the subscription money of Warrants from Promoter and Non-promoter group. Another Rs. 4,14,43,578 is expected to come later on allotment of equity shares on conversion of warrants.

### FUTURE PROSPECTS :

As stated above with good order in hand situation, the Company believes to achieve a much higher sales turnover in the F.Y. 2018-19. To achieve the above target, Company has taken various steps such as increase in capacity utilization, rationalization of machines between its Bhubaneswar and Vadodara Units, remodeling and layout changes in the plant, addition of experienced manpower, strengthening of supply chain management with a view for just in time delivery and cost reduction. The Company has also embarked upon improvement in IT system for smooth adoption of GST. To support the higher turnover, company is approaching banks and other financial institution for higher working capital facility.

Company is striving to add product qualification as per new BEE system in a big way so as to increase order catchment area and is trying to win vendor approval for these rating from other customers.

As all of you know that the Company was a large exporter of transformers to Middle East and African countries which got affected due to political issues, company is now again trying to revive this segment of market and soon expect good results.

As the company has a bright future, we are expecting to crack some overseas deals which will fetch us a good return in future.

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND :

The unclaimed dividend amount aggregating to Rs. 1,45, 296 for the financial year ended 2009-10 was transferred to the Investor Education and Protection Fund established by the Central Government during the Financial year ended 31.03.2018, pursuant to Section 124 of the Companies Act, 2013.

### PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN OR SECURITY PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of the loans, guarantees and investments covered under provisions of the Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 are given in the notes to the financial statements, which forms part of this Annual Report.

### DISCLOSURE OF PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :

The disclosure of particulars relating to conservation of energy and technology absorption and foreign exchange earnings and outgo as required by Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are given in **Annexure "A"**.



## ALFA TRANSFORMERS LIMITED

### PERSONNEL :

None of the employees of the Company has been in receipt of remuneration exceeding the amounts envisaged under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.

### SUBSIDIARY COMPANY :

Phoenix Surgicare Private Limited is the only wholly owned Subsidiary Company of your Company. The business operations in the subsidiary Company have not started yet. During the last 14 years the Company was unable to start the business activity of the subsidiary company. So the Company has decided to close down the Company. This was also approved by the Board of Directors of your Company.

### 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, 2018 are considered and approved by the Board of Directors of your Company.

### DEPOSITS:

The Company has not accepted any public deposits so far.

### TRANSFER TO GENERAL RESERVE:

During the financial year ending on 31st March, 2018, there has been no transfer to General Reserve.

### DIVIDEND :

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

### SHARE CAPITAL :

During the year under review, the Company had issued 880,000 nos of warrants fully convertible into equal number of equity shares of Rs. 10/- each out of which the 440,000 warrants were already converted into equity shares. Consequently, as at 31st March 2018, the paid-up share capital of the Company stood at Rs. 7,39,50,000/- (consisting of 7395000 nos. of equity shares of Rs. 10/- each).

### 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) is 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, and validate commitment and sincerity, both vertically and horizontally across the organization with a spirit of integrity.

The Company has complied with all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance is annexed in "Annexure B", along with the certificate from M/s PAMS & Associates, Chartered Accountants confirming compliance with the requirement of Corporate Governance.

### 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, 2018, 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.

**Note: Due to introduction of IND AS (the converged IFRS) with effect from 1st April, 2017 pursuant to notification issued by the Ministry of Corporate Affairs (MCA) notifying Companies (Indian Accounting Standard) Rules, 2015 along with the subsequent clarification and amendment by MCA. The Company has assessed the effect of transition on reported reserves and surplus as on April 1, 2016 (the transition date) and the existing accounting policy of the Company is changed suitably and the accounts for the F.Y. 2017-18 was prepared and finalized accordingly. The accounting policy was duly discussed and adopted by the Audit Committee and the Board of Directors of your Company.**

### DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Pursuant to Sec 196 of Companies Act 2013, Mr. Dillip Das's present tenure is expiring on 06.08.2018 and being eligible offers himself for reappointment as Chairman cum Managing Director of the company.

Pursuant to Sec 149 of the Companies Act 2013, Mr. B. N. R. Patnaik, Dr. N. C. Pal, Mr. Sambit Mohanty, Mr. Niranjan Mohanty are recommended by the Board to be re-appointed as Independent Director respectively of the company w.e.f 01.04.2018.

Pursuant to provisions of section 152 and all other applicable provisions of Companies Act 2013 and the Companies (Appointment and Remuneration) Rules 2014, Mrs. Sujita Patnaik is liable to retire by rotation at the ensuing Annual General meeting and, being eligible,

# Annual Report 2018

offered herself for re-appointment.

Your Directors recommend their reappointment.

## **INDEPENDENT DIRECTORS :**

The Independent Directors apart from Mr. Amalendu Mohanty, hold office for a fixed term of three years which has expired on 31.03.2018. So the Board of Directors on recommendation of the Nomination and Remuneration Committee has extended the terms of the Independent Directors for another term of Three (3) years which are subject to the approval of the members of the Company in the ensuing AGM scheduled to be held on 30th day of August, 2018 at Hotel New Marrison at 12 noon. The Independent Directors 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 meet the criteria of Independence as mentioned under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Company has put in place an induction and familiarization programme for all its directors including the Independent Directors. The familiarization programme in terms of the provisions of SEBI (LODR) Regulations is uploaded on the website of the Company.

## **KEY MANAGERIAL PERSONNEL:**

During the year under review, CS Krishna Panda resigned as the Company Secretary of the Company with effect from 15.09.2017 and the Board has appointed CS Debasish Dibyajyoti Deo as the Company Secretary of the Company with effect from 15.09.2017.

## **STATUTORY AUDITORS :**

M/S PAMS & Associates have given their consent for re-appointment along with the eligibility certificate as per Section 141 of the Companies Act, 2013. Your Directors request your approval to appoint them as statutory auditors of the Company to hold office from Conclusion of this AGM to the next AGM.

## **COST AUDITOR :**

Pursuant to Provision of Section 148 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 the Board on the recommendation of the Audit Committee has approved the appointment of M/s S. S. Sonthalia & Co., Cost Accountants as the Cost Auditors and remuneration payable to them to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019. The Company has received a letter from M/s S. S. Sonthalia & Co., Cost Accountant, Bhubaneswar showing their willingness to be appointed as Cost Auditors stating that they are not disqualified under Section 148 (5) read with Section 141 (3) of the Companies Act, 2013. Your Directors request your approval to ratify their appointment as cost auditors of the Company and the remuneration payable to them.

## **SECRETARIAL AUDITOR:**

The Board of Directors of the Company has appointed M/S Saroj Ray & Associates, Company Secretaries, Bhubaneswar under Section 204 of Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 to conduct secretarial audit of the Company for the financial year 2018-19.

The Report of the Secretarial Auditor in Form MR-3 for the financial year 2017-18 is attached in **Annexure D**.

## **INTERNAL AUDITOR :**

Your Company has appointed M/S Protiviti India Member Private Limited as the Internal Auditor for Vadodara Unit and Bhubaneswar Unit of the company for the financial year 2018-19.

## **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 Statutory Auditors have not reported any incident of fraud to the Audit Committee or the Board of Directors under Section 143 (12) of the Companies Act 2013 during the financial year ended 31st March, 2018.

The company continues to adopt practices to ensure best practice as per Indian Accounting Standards and Corporate Governance standards. But the Statutory Auditor in their report have emphasized on the matter written below on which the explanation of your directors is as follows:

### **Auditors' Emphasis:**

We draw attention to the following matters on the financial statement:

Since the party conformation from Sundry Debtors like MGVCCL & PGVCCL etc. is yet to be received as on 31.03.2018, the Debtors balances have been considered as per the figures appearing in the books of accounts of the Company.

### **Directors' Explanation :**

Steps are being taken to collect the details of debtor balances as on 31.03.2018 of only two (2) purchasers namely PGVCCL & MGVCCL.

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

### **Cash Flow:**

The cash flow statement in accordance with accounting standard 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 the financial statements, forming part of this Annual Report.

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

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

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

## **CHANGE IN NATURE OF BUSINESS:**

During the year under review, there has been no change in the nature of business of the Company.

## **RISK MANAGEMENT POLICY AND INTERNAL FINANCÉ 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



## ALFA TRANSFORMERS LIMITED

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 31.03.2018 is 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 subsequently 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 has 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 there under and SEBI (LODR) 2015 to report genuine concerns of directors and Employees. The Policy has been posted on the website of the company. (<http://www.alfa.in>).

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review no complaints were reported to the Board.

### HUMAN RESOURCES :

Your Company believes that human resources will play a critical role in its future growth. With a focus on nurturing and retaining talent, your Company provides avenues for learning and development through functional, behavioral and leadership training programs, knowledge exchange conferences and providing communication channels for information sharing, to name a few of the initiatives.

### SECRETARIAL STANDARDS OF ICSI :

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1st July 2015. The Company is in compliance with the Secretarial Standard.

### Listing:

The Company's shares are listed on the 'The Bombay Stock Exchange Limited'. The Annual listing fees to the 'The Bombay Stock Exchange Limited' for the year 2018-19 has been paid.

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

### 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 15/05/2018 which is valid up to 14/05/2021.

2) The Company has got BIS certificate for various rating of Distribution Transformers for Bhubaneswar and Vadodara unit. The Company is also investing heavily in prototype and type testing of other ratings of transformers for inclusion in BIS.

### 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 : 29<sup>th</sup> May, 2018

CHAIRMAN

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

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

The disclosure of particulars relating to conservation of energy and technology absorption and foreign exchange earnings and outgo as required by Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and forming part of the Report of the Board of Directors for the period ended 31.03.2018 is as follows:

#### 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, regulated usage of plant, machinery and other equipments and use of energy saving equipments.

Roof top solar generation to 35KV is being installed.

#### B. TECHNOLOGY ABSORPTION:

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

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

The Foreign Exchange Earnings & Outgo is NIL during the period.

### FOR AND ON BEHALF OF THE BOARD

Sd/-

PLACE : BHUBANESWAR

DILLIP KUMAR DAS

DATE : 29<sup>th</sup> May, 2018

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 Requirement 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’s 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 criteria as per SEBI ( Listing Obligations and Disclosures Requirements) Regulations , 2015 and the listing agreement entered into with the stock exchanges, in which the Company’s Shares are listed. The composition of the Board as on 31st March, 2018 consists of Ten (10) Directors, among which Four (4) are Executive Directors, Five are non-Executive Independent Directors and one is Non Executive Non Independent Woman Director. The Board is classified broadly as follows:

Sl. No	Name of the Director	Status	Category	Shareholding in the Company
1.	Shri Dillip Kumar Das	Chairman & Managing Director	Promoter and Executive Director	1162961
2.	Shri Deepak Kumar Das	Whole-time- Director & Chief Financial Officer	Promoter and Executive Director	57000
3.	Shri Debasis Das	Whole-time-Director (Marketing)	Promoter and Executive Director	121683
4.	Shri Gopal Krishan Gupta	Executive Director	Non- Promoter and Executive Director	1072882
5.	Smt. Sujita Patnaik	Non Executive & Woman Director	Non- Promoter and Non- Executive Director	-
6.	Shri Sambit Mohanty	Non Executive & Independent Director	Non- Promoter and Non-Executive Director	-
7.	Shri Nitai Chandra Pal	Non Executive & Independent Director	Non- Promoter and Non-Executive Director	-
8.	Shri Niranjan Mohanty	Non Executive & Independent Director	Non- Promoter and Non-Executive Director	-
9.	Shri Basuru Nageswar Rao Patnaik	Non Executive & Independent Director	Non- Promoter and Non-Executive Director	-
10.	Shri Amalendu Mohanty	Non Executive & Independent Director	Non- Promoter and Non-Executive Director	-

**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 immediately preceding the financial year in which he is proposed to be appointed, of -
    - a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - b) any legal or a consulting firm that has or had any transaction with the company , its holding, subsidiary or associate company amounting to Ten (10) percent or more of the gross turnover of such firm;
  - iii. Holds together with his relative two per cent or more of the total voting power of the company; or



## ALFA TRANSFORMERS LIMITED

iv. Is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding company, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

f) 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 at least four times in a year and not more than 120 days gap between these meetings 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 the F.Y. 2017-18, the Board of Directors met 8 times on the following dates :

Sl.No	Date of Board Meeting	Total Members	Attendance by number of members
1.	18.05.2017	11	09
2.	29.05.2017	11	06
3.	05.07.2017	11	05
4.	04.09.2017	11	09
5.	11.09.2017	11	07
6.	24.11.2017	11	08
7.	06.02.2018	11	07
8.	12.02.2018	11	09

(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	
Shri Dillip Kumar Das	8	6	Present	5
Shri Deepak Kumar Das	8	8	Present	3
Shri Santosh Kumar Nanda	8	6	Present	1
Dr. Nitai Chandra Pal	8	3	Present	–
Shri Sambit Mohanty	8	5	Present	2
Shri Debasis Das	8	7	Absent	1
Shri Niranjana Mohanty	8	4	Absent	7
Smt. Sujita Patnaik	8	5	Absent	1
Shri Basuru Nageswar Rao Patnaik.	8	8	Present	1
Shri Gopal Krishan Gupta	8	4	Absent	1
Shri Amalendu Mohanty	8	4	Absent	–

**Note :** Shri Santosh Kumar Nanda, a Non-Executive Independent Director ceased to be a director of the Company due to his demise on 12.02.2018. But despite his demise and without appointing any other Independent Director your Company is having an optimum combination of Board of Directors as per SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. 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.

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### 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 ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Audit Committee met Six (6) times during the financial year 2017-18.

The composition and attendance of the committee are given below:

#### Composition:

Name of Director	Designation	Status
Shri Santosh Kumar Nanda	Chairman	Non Executive & Independent Director
Shri Sambit Mohanty	Member	Non Executive & Independent Director
Dr. Nitai Chandra Pal	Member	Non Executive & Independent Director
Shri Niranjana Mohanty	Member	Non Executive & Independent Director
Shri Basuru Nageswar Rao Patnaik	Member	Non Executive & Independent Director

#### Attendance:

Sl. No.	Date of Meeting	Total Members	Attendance by Members
1.	18.05.2017	5	4
2.	29.05.2017	5	4
3.	05.07.2017	5	3
4.	11.09.2017	5	3
5.	24.11.2017	5	4
6.	12.02.2018	5	3

**Note :** Shri Santosh Kumar Nanda, Chairman of Audit Committee ceased to be a member of the Committee on his cessation from the Board of Directors due to his demise on 12.02.2018.

#### 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, 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.





## ALFA TRANSFORMERS LIMITED

- 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 Obligations and Disclosures Requirements) Regulations, 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 oversees 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 to 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.

During the financial year under review, 3 (three) meetings of the Nomination & Remuneration Committee meetings were held on 29.05.2017, 04.09.2017 & 12.02.2018 respectively. 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
Shri Santosh Kumar Nanda	Chairman	Non Executive & Independent Director
Shri Sambit Mohanty	Member	Non Executive & Independent Director
Dr. Nitai Chandra Pal	Member	Non Executive & Independent Director
Shri B. N. R. Patnaik	Member	Non Executive & Independent Director

**Note :** Shri Santosh Kumar Nanda, Chairman of Nomination and Remuneration Committee ceased to be a member of the Committee on his cessation from the Board of Directors due to his demise on 12.02.2018.

#### 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.

### 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, 2018 are given below.

Name of Director	Remuneration for the year F.Y. 2017-2018				
	Sitting Fees ( all meeting )	Salary	Perquisites	Commission	Total
	Rs	Rs	Rs	Rs	Rs
<b>Executive Directors:</b>					
Shri Dillip Kumar Das	Nil	1150000	120000	NIL	1270000
Shri Deepak Kumar Das	Nil	720000	80000	NIL	800000
Shri Debasis Das	Nil	720000	78985	NIL	798985
Shri Gopal Krishan Gupta	Nil	1380000	120000	NIL	1500000
<b>Non-Executive Directors</b>					
Shri Santosh Kumar Nanda	36000	Nil	Nil	Nil	36000
Dr. Nitai Chandra Pal	16000	Nil	Nil	Nil	16000
Shri Sambit Mohanty	Nil	Nil	Nil	Nil	Nil
Shri Basuru Nageswar Rao Patnaik	34000	Nil	Nil	Nil	34000
Shri Niranjana Mohanty	14000	Nil	Nil	Nil	14000
Shri Amalendu Mohanty	8000	Nil	Nil	Nil	8000
Smt. Sujita Patnaik	10000	Nil	Nil	Nil	10000

### 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 oversees 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.

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During the year, the Committee has met once on 12.02.2018 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:

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	Promoter and Executive Director.	1

The Company Secretary being the Compliance Officer of the Company is entrusted with responsibility to specifically look into the redressal of Shareholders and Investors complaints and report the same to the Share Transfer and Investor Grievance Committee. During the year under review, no complaints were received from investors.

#### MEETING OF INDEPENDENT DIRECTORS :

The Independent Directors had met during the year on 12th February 2018 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.

#### 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
2014-15	Hotel "The New Marrison", 6, Janpath, Bhubaneswar-751001	13.08.2015	Thursday	12 PM	2
2015-16	Hotel " The New Marrison", 6, Janpath, Bhubaneswar-751001	28.09.2016	Wednesday	11:30 Am	4
2016-17	Hotel " The New Marrison", 6, Janpath, Bhubaneswar-751001	12.09.2017	Tuesday	12 Noon	1

##### Extra-Ordinary General Meeting:

Financial Year	Venue	Date	Day	Time	Special Resolution passed
2014-15	No Extra-ordinary General Meeting was held during the year.				
2015-16	No Extra-ordinary General Meeting was held during the year.				
2016-17	No Extra-ordinary General Meeting was held during the year.				
2017-18	Registered Office	07.08.2017	Monday	3 PM	1

No special resolutions were required to be passed 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 in the Notes on Accounts.

##### 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 :

BSE Limited imposed a fine amounting Rs.20,000/- on account of delay of 1 day in filing of listing application in terms of Regulation 108(2) of SEBI (ICDR) Regulations, 2009. 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, Mrs. Sujita Patnaik (Non-Executive Director) of the company, shall retire by rotation and, being eligible, offer herself for re-election at the ensuing Annual General Meeting. The Board has recommended her appointment.

The brief resume of the Directors 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 and no person has been denied the access to the Chairman of the Audit Committee.

#### 6. Non-mandatory Requirements :

The Company has complied with all the mandatory requirements of Regulation 27 (2) of the SEBI (LODR) Regulation, 2015 relating to Corporate Governance.

The Company has set up a remuneration committee pursuant to Regulation 27 (2) of the SEBI (LODR) Regulation, 2015.

During the financial year 2017-18 there is no audit qualification in the company's financial statement. The Company will continue to adopt best practices to ensure the regime of unqualified statements.



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### 7) MEANS OF COMMUNICATION:

The audited and un-audited Financial Results of the Company are published in English newspapers and local Odia daily newspapers. 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

### 8) GENERAL SHAREHOLDERS INFORMATION :

#### 8.1) Annual General Meeting:

The Thirty-Sixth Annual General Meeting ("the AGM") of the company will be held on 30th August 2018, Thursday at 12 noon at Hotel "The New Marrion" Bhubaneswar-751001.

#### 8.2) Financial Calendar for the year 2017-18:

The Company follows 1st April to 31st March as its financial year. The financial Calendar for the year 2018-19 (Provisional) as follows:

Sl.No.	Financial Calendar	Tentative Schedule
a)	Results for the first quarter ending 30th June'18.	By 14th August,2018
b)	Results for the second quarter ending 30th September'18.	By 14th November, 2018
c)	Results for the third quarter ending 31st December,2018	By 14th February ,2019
d)	Results (Audited) for the financial year ending 31st March, 2019	By 30th May, 2019
e)	Annual General Meeting for the year ending 31st March,2019	By the end of September, 2019.

#### 8.3) Dates of Book Closure :

The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the 24th day of August, 2018 to Thursday, the 30th day of August, 2018 (both days inclusive)** for the purpose of Annual General Meeting.

#### 8.4) Dividend:

The Board of Directors has decided not to declare any 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 @ 10% (i.e. Re.1/- per share) for the Financial Year 2009-10 was declared in the 28th Annual General Meeting held on 6th August, 2010 and paid within 30 days of declaration of dividend .

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 2009-10 was declared on 06.08.2010. The unpaid/unclaimed dividend of the financial year 2009-10 on completion of 7 years was transferred to IEPF on October 31 2017.

#### 8.5) Listing on Stock Exchanges:

The Company's shares are presently listed with The Bombay Stock Exchange Limited (BSE), Phiroze JeeJeebhoy Towers, Dalal Street, and Mumbai-400 001, which has nationwide trading terminals. The Annual Listing fees for the year 2018-19 have already been paid to The Bombay Stock Exchange Limited (BSE).

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-700 001 is still awaited. However, Company is not paying listing fees to these two Stock Exchanges.

#### 8.6) Company Stock code:

The Bombay Stock Exchange Scrip Code '517546'.

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

#### 8.7) Market Price Data for the year 2017 - 18 :

The monthly high and low quotations of Company's shares at Bombay Stock Exchange Limited (BSE) during the year 2017-18 under review are as under :

Month	High(Rs.)	Low(Rs.)	Volume(Nos)
April, 2017	24.80	18.50	20552
May, 2017	30.45	22.40	61378
June,2017	33.60	24.40	94262
July, 2017	32.90	21.50	8660
August, 2017	31.50	27.00	6003
September, 2017	30.00	27.10	82755
October, 2017	33.00	26.20	177175
November, 2017	31.00	26.70	33241
December, 2017	32.50	26.20	21380
January, 2018	37.80	27.15	86378
February, 2018	34.20	28.00	161298
March, 2018	36.50	28.50	131200

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### 8.8) 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: 0334072-4051 to 53,**  
**Fax: 0334072-4054**  
**e-mail-mcssta@rediffmail.com**

### 8.9) Share transfer systems:

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.

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

As on 31st March 2018, 96.57% 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 51.33 % and non-promoters held 45.23% of these Shares. The details of shares held in Physical and dematerialized form is given below:

Details of Shares	Position as on 31.03.2018	% of holding
NSDL ACCOUNT	6650363	89.93%
CDSL ACCOUNT	491285	6.64%
<b>TOTAL DEMAT A/C</b>	<b>7141648</b>	<b>96.57%</b>
PHYSICAL HOLDING	253352	3.43%
<b>TOTAL SHARES</b>	<b>7395000</b>	<b>100%</b>

**Note: 440000 shares Out of the total paid up shares of 7395000 are yet to be credited to demat account. Out of the 440000 shares BSE has given listing permission for 300000 shares and listing permission for 140000 shares are awaiting for listing approval.**

### 8.11) Distribution of Shareholdings as on 31st March 2018 :

As of 31<sup>st</sup> March, 2018 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	2300	83.21	373938	5.06
501-1000	235	8.50	194486	2.63
1001-2000	106	3.83	163176	2.21
2001-3000	28	1.01	72569	0.98
3001-4000	19	0.68	69754	0.94
4001-5000	11	0.39	50208	0.68
5001-10000	24	0.87	177657	2.40
10001-50000	26	0.94	619921	8.38
50001-100000	5	0.18	364771	4.93
100001 & ABOVE	10	0.36	5308520	71.79
<b>TOTAL</b>	<b>2764</b>	<b>100</b>	<b>7395000</b>	<b>100</b>

### 8.12) Shareholding Pattern as on 31<sup>st</sup> March, 2018 :

Category	No of Shares	% of Shares Capital
Indian Promoters	3796366	51.34
Private Corporate Bodies	394700	5.33
Indian Public	2895700	39.16
NRIs/OCBs	308234	4.17



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### 8.13) GDRs/ADRs/Warrants:

The Company has not issued any GDRs/ ADRs during the period. But 8,80,000 Fully Convertible Warrants were issued to Promoter and No-Promoter Category Investors during the above period. Out of this 8,80,000 warrants 4,40,000 warrants were converted into Equity Shares pursuant to the exercise of option by the warrant holders. The resulting Equity Shares are included in the total paid up share capital i.e. in Rs. 7,39,50,000/- of the Company.

### 8.14) Details of Shares held more than 1% as on 31<sup>st</sup> March, 2018 :

Name of Shareholders	No of Shares held	% of Shareholding
Dillip Kumar Das	1162961	15.73
Shri Gopal Krishan Gupta	1072882	14.51
Oricon Industries Pvt. Limited	821614	11.11
Industrial Designs & Services Pvt. Limited	680842	9.21
Galaxy Medicare limited	639348	8.65
Shri K Shiva Kumar	335954	4.54
Shri Atim Kabra	200315	2.71
Frontline Venture Services Pvt. Ltd.	166502	2.25
Shri Debasis Das	121683	1.65
Shri Daga Anjana Sandeep	106419	1.44
Shri Parasram Holdings Pvt. Ltd.	93701	1.27
Dillip Kumar Das, HUF	88953	1.20
Smt. Geetishree Das	73117	0.99

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

Securities Exchange Board of India has introduced for quick resolution of Investors Grievances, SEBI Complaints Redressal System (**SCORES**). The investor complaints are processed in a centralized web based complaints redressal 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.

### 8.16 ) 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 2018. The declaration signed by the Chairman cum Managing Director of the Company is given below:

<b>DECLARATION</b>	
<p>"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 for the Financial Year ended 31st March, 2018."</p>	
<b>FOR AND ON BEHALF OF THE BOARD</b>	<b>SD/-</b>
<b>PLACE: BHUBANESWAR</b>	<b>DILLIP KUMAR DAS</b>
<b>DATE: 29th May, 2018</b>	<b>CHAIRMAN CUM MANAGING DIRECTOR</b>

- 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:

**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 hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2018 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, 2018 are fraudulent, illegal or volatile of the company's code of conduct.
- c) We accept the 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 of 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 that :
- 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 but the Company has adopted IND-AS as per Companies Act 2013 and SEBI Circular CIR/CFD/FAC/62/2016; dated 05.07.2016 and accordingly suitable changes are being made in the financial statement; and
  - iii) We are not aware of any instances 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: 29<sup>th</sup> May, 2018**

**Sd/-**  
**Managing Director**

**Sd/-**  
**Chief Financial Officer**

**8.17) 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-IV : Plot No.1046, 1047 & 1048, GIDC Estate, Waghodia, Vadodara, Gujrat-391760.

**8.18) 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 be taken up with.

**Mr. Debasish Dibyajyoti Deo**

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

**8.19) CIN Number:**

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

**PLACE : BHUBANESWAR**  
**DATE: 29th May, 2018**

**FOR AND ON BEHALF OF THE BOARD**  
**SD/-**  
**DILLIP KUMAR DAS**  
**CHAIRMAN CUM MANAGING DIRECTOR**



## AUDITOR'S CERTIFICATE 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, 2018, as stipulated under Regulations 17 to 27 and other applicable Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under various regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 during the year ended 31.03.2018.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Bhubaneswar  
Date : 29th May, 2018

For PAMS & Associates,  
Chartered Accountants  
Sd/-  
Satyajit Mishra  
Membership No. 057293  
Firm Registration No. 316079E (ICAI)

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

### Power sector Prospects

Indian Economy is expected to grow at above around 7% in coming years. With the government's Firm resolve to provide electricity to all in India by the year 2022, power sector is on the trajectory of high growth. Power is one of the most critical components of infrastructure, crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy. India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India ranks third among 40 countries in EY's Renewable Energy Country Attractiveness Index, on back of strong focus by the government on promoting renewable energy and implementation of projects in a time bound manner. India has moved up 73 spots to rank 26th in the World Bank's list of electricity accessibility in 2017, according to Mr. Piyush Goyal, Minister of State (Independent Charge) for Power, Coal, Renewable Energy and Mines, Government of India. In September 2017, the Government of India launched the “**Saubhagya**” scheme to provide electricity connections to over 40 million families in rural and urban areas by December 2018 at a cost of US\$ 2.5 billion.

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both, the market and supply sides (fuel, logistics, finances, and manpower). Total installed capacity of power stations in India stood at 334,146.91 Megawatt (MW) as on February, 2018.

Around 293 global and domestic companies have committed to generate 266 GW of solar, wind, mini-hydel and biomass-based power in India over the next 5–10 years. The initiative would entail an investment of about US\$ 310–350 billion.

Between April 2000 and September 2017, the industry attracted US\$ 12.3 billion in Foreign Direct Investment (FDI), accounting for 3.44 per cent of total FDI inflows in India. Some major investments and developments in the Indian power sector are as follows:

- Energy Efficiency Services Ltd (EESL) has raised US\$ 454 million from Global Environment Facility (GEF) for its energy-efficiency projects in an attempt to boost India's move towards becoming a low carbon economy.
- IL&FS Financial Services Ltd has partnered with Jammu and Kashmir (J&K) Bank Ltd to finance nine hydropower projects in J&K with a total capacity of 2,000 MW, which require financing of around Rs 20,000 crore (US\$ 3.12 billion).
- Sterlite Power has won one of the largest 1,800 km power transmission project worth US\$ 800 million in Brazil, the company's third project in Brazil and the largest ever project won by an Indian company in Latin America.
- With the aim of giving a boost to renewable energy, the State Bank of India (SBI) and the World Bank have decided to sanction credit worth Rs 2,317 crore (US\$ 356.82 million) to seven corporates towards solar rooftop projects to generate a total of 575 megawatt (MW) of solar energy.
- India added 467 MW of grid interactive wind power capacity between January-November 2017, while wind power projects with cumulative capacity of 9,500 MW are expected to be bid out by March 2018, according to Mr R K Singh, Minister of State (Independent Charge) for Power and New & Renewable Energy, Government of India.
- A total of 26.3 million households which are below poverty line (BPL) have been electrified under the Rural Electrification component of **Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY)**, according to the Ministry of Power, Government of India.
- In April 2018 ReNew Power made the largest M&A deal by acquiring Ostro Energy for US\$ 1,668.21 million.

The Government of India has identified power sector as a key sector of focus so as to promote sustained industrial growth. Some initiatives by the Government of India to boost the Indian power sector :

- “**Saubhagya Yojana**” programme was launched by Mr Raghubar Das, Chief Minister, Jharkhand to provide electricity to all 29,376 villages.
- The companies within the solar power industry in India, specifically the ones involved in the operation and maintenance (O&M) of solar power plants have welcomed the Government of India's move to introduce regulations for operating drones by February 2017.
- Over 280 million LED bulbs were distributed to consumers in India by Energy Efficiency Services Limited (EESL) under **Unnati Jyoti by Affordable LEDs for All (UJALA)** as on December 19, 2017 and 524.3 million LED bulbs were sold by private players till October 2017.





## ALFA TRANSFORMERS LIMITED

- In order to lower India's crude oil imports, the Government of India is going to promote coal gasification to convert high ash coal into methanol that can be used as cooking gas and transportation fuels<sup>A</sup>, according to Mr V K Saraswat, Member of NITI Aayog.
- Initiatives taken by the Energy Efficiency Services (EESL) have resulted in energy savings of 37 billion kWh and reduction in greenhouse gas (GHG) emissions by 30 million tonnes.
- The Union and state governments have agreed to implement the Direct Benefit Transfer (DBT) scheme in the electricity sector for better targeting of subsidies, according to Mr Raj Kumar Singh, Minister of State for Power (Independent Charge).
- All the states and union territories of India are on board to fulfil the Government of India's vision of ensuring 24x7 affordable and quality power for all by March 2019, stated Mr Raj Kumar Singh, Union Minister of State (IC) for Power and New & Renewable Energy, Government of India.
- Uttar Pradesh Electricity Regulatory Commission, regulator of power sector in Uttar Pradesh, has approved several steps to strengthen the financial position of state utilities and increase opportunities for companies in the transmission and distribution (T&D) EPC business.
- The Department of Economic Affairs, Government of India, signed a guarantee agreement for IBRD/CTF loan worth US\$ 98 million and grant agreement for US\$ 2 million with the World Bank for 'shared infrastructure for solar parks project'.

The Government of India has released its roadmap to achieve 175 GW capacity in renewable energy by 2022, which includes 100 GW of solar power and 60 GW of wind power.

The Union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40 giga watts (GW) of power through solar rooftop projects by 2022.

Coal-based power generation capacity in India, which currently stands at 192 GW is expected to reach 330-441 GW by 2040##. The 2026 forecast for India's non-hydro renewable energy capacity has been increased to 155 GW from 130 GW on the back of more than expected solar installation rates and successful wind energy auctions#.

India could become the world's first country to use LEDs for all lighting needs by 2019, thereby saving Rs 40,000 crore (US\$ 6.23 billion) on an annual basis.

India's installed solar power capacity reached 14,771.69 as of September 2017.

The government's immediate goal is to generate two trillion units (kilowatt hours) of energy by 2019. This means doubling the current production capacity to provide 24x7 electricity for residential, industrial, commercial and agriculture use. A total of 16,064 villages out of 18,452 un-electrified villages in India have been electrified up to December 2017 as part of the target to electrify all villages by May 1, 2018.

The Government of India is taking a number of steps and initiatives like 10-year tax exemption for solar energy projects, etc., in order to achieve India's ambitious renewable energy targets of adding 175 GW of renewable energy, including addition of 100 GW of solar power, by the year 2022. The government has also sought to restart the stalled hydro power projects and increase the wind energy production target to 60 GW by 2022 from the current 20 GW.

### **Transformer Industry Future Growth Prospects Opportunities**

With further initiative of the government, for strengthening the Transmission Grid, reducing power losses, replacing very old Transformers, export market for transformers peaking up, etc., the transformer industry expects sustained growth at "double digit rate" in the demand for transformers at least for next 10 years.

**Threats and management perception :** Cheaper imports from China, and other countries as well as lack of adequate testing facilities for transformers, which requires transformers to be dispatched to foreign countries for testing, leading to loss of time and an increase in costs for transformer manufacturing vendors, etc. are some of the challenges faced by the domestic transformer manufacturers.

The Government has invoked the principle of reciprocity for giving business opportunities in India to only those foreign countries which give similar reciprocity to India. This measure along with anti-dumping import duty on Chinese products, will go a long way to help Indian transformer industry grow.

### **Company strategy**

- Focus on Type testing of various rating of transformer so as to qualify more
- Empanelment with PGCIL, NTPC, Railways, etc., Solar project companies
- Increase sales to benefits from economics scale leading to improved profitability.
- Focus on energy efficient transformer
- Technological advancement to improve performance parameters and productivity

**ANNEXURE –“D” TO THE DIRECTORS REPORT  
SECRETARIAL AUDIT REPORT  
Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR 2017-18**

[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 -751017 (Odisha)

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, 2018**. 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, 2018, 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** for the financial year ended on 31st March, 2018, according to the provisions of :

- (i) The Companies Act, 2013 (the Act), and the Rules made there under;
- (ii) The Companies Act, 1956 and the 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;
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
  - 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, Rules or Regulations.

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 Uniform Listing Agreements entered into by the Company with the BSE Limited.

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



## 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 2017-18				
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.	Shri Gopal Krishan Gupta	Executive Director	11.11.2016	–
5.	Smt. Sujita Patnaik	Non Executive Director	13.08.2014	–
6.	Shri Santosh Kumar Nanda	Non Executive & Independent Director	13.12.1993	12.02.2018
7.	Shri Sambit Mohanty	Non Executive & Independent Director	27.12.2001	–
8.	Shri Nitai Chandra Pal	Non Executive & Independent Director	27.12.2001	–
9.	Shri Niranjan Mohanty	Non Executive & Independent Director	22.12.2009	–
10.	Shri Basuru Nageswar Rao Patnaik	Non Executive & Independent Director	29.01.2010	–
11.	Shri Amalendu Mohanty	Non Executive & Independent Director	11.11.2016	–

The Board of Directors of the Company has been duly constituted with the proper balance of Executive, Non- Executive & Independent Directors; at the beginning of the financial year there were 4 (Four) Executive Directors, 1 (One) Non Executive Director and 6 (Six) Non Executive & Independent Directors and at the end of the financial year there were 4 (Four) Executive Directors, 1 (One) Non Executive Director and 5 (Five) Non Executive & Independent Directors.

### (B) BOARD MEETINGS:

During the financial year under review, Eight (8) meetings of the Board of Directors i.e. from 206th to 213th were held on 18.05.2017, 29.05.2017, 05.07.2017, 04.09.2017, 11.09.2017, 24.11.2017, 06.02.2018 & 12.02.2018 respectively.

For all the Board meetings, adequate notice was given to all Directors. Agenda and detailed notes on agenda were sent at least 7 days in advance and the Company has a system for seeking and obtaining further information and clarifications on the agenda items placed before the meetings for the meaningful participation at the meetings.

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 were carried out unanimously and recorded in the minutes of the meetings.

### (C) Separate Meeting of the Independent Directors :

As per the provisions of Section 149(8) of the Companies Act, 2013 read with Clause VII of Schedule IV to the Act, one separate meeting of Independent Directors of the Company is required to be held during the Financial Year under report and accordingly, such meeting was held on 12th February, 2018.

### (D) 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. Shri Santosh Kumar Nanda Chairman
2. Shri Nitai Chandra Pal Member
3. Shri Sambit Mohanty Member
4. Shri Niranjan Mohanty Member
5. Shri Basuru Nageswar Rao Patnaik Member

Shri Santosh Kumar Nanda ceased to be a member of the Committee on his cessation from the Board of Directors of the Company w.e.f. 12.02.2018.

During the financial year under review, 6 (Six) Audit Committee meetings of the Company were held on 18.05.2017, 29.05.2017, 05.07.2017, 11.09.2017, 24.11.2017 & 12.02.2018 respectively.

# Annual Report 2018

## **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. Shri Santosh Kumar Nanda         | Chairman |
| 2. Shri Nitai Chandra Pal           | Member   |
| 3. Shri Sambit Mohanty              | Member   |
| 4. Shri Basuru Nageswar Rao Patnaik | Member   |

Shri Santosh Kumar Nanda ceased to be a member of the Committee on his cessation from the Board of Directors of the Company w.e.f. 12.02.2018.

During the financial year under review, 3 (three) meetings of the Nomination & Remuneration Committee meetings were held on 29.05.2017, 04.09.2017 & 12.02.2018 respectively.

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

The Committee consists of the following members :

- |                                     |          |
|-------------------------------------|----------|
| 1. Shri Basuru Nageswar Rao Patnaik | Chairman |
| 2. Shri Deepak Kumar Das            | Member   |
| 3. Shri Debasis Das                 | Member   |

During the financial year under review, 1 (One) Share Transfer & Investor Grievance Committee Meeting was held on 12.02.2018.

The requisite quorum was present in all the Committee 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 Committee Meetings were carried out unanimously and recorded in the minutes of the respective Committee meetings.

## **(E) Registrar and Share Transfer Agent:**

M/s. MCS Share Transfer Agent Limited, Kolkata is the Registrar and Share Transfer Agent (RTA) of the Company.

## **(F) Maintenance of Statutory Records:**

All Statutory Registers, records and other registers as prescribed under various provisions of the Companies Act, 2013, the Depositories Act, 1996 and the rules made there under were kept and maintained by the Company properly with all necessary entries made therein.

## **(G) Filing of Statutory Returns :**

All provisions of the Act and other statutes were duly complied with regard to filing of various e-forms and returns with the Registrar of Companies within the prescribed time limit with payment of requisite/prescribed fees.

All documents/intimations under various Statutes/Listing Regulations/ Business Rules were also regularly filed with the Stock Exchanges and Depositories (NSDL and CDSL) within the prescribed due dates.

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

We further report that, during the period under review, the Company has converted 649,412 warrants into 649,412 no. of equity shares, of face value of Rs 10/- (Rupees Ten only) each fully paid up with Rs.12/- premium per share at an issue price of Rs. 22/- (Rupees Twenty Two only), and further the Company has offered and issued 880,000 no. of fully convertible warrants to be convertible at the option of the allottees of warrants ("warrant holders"), into equivalent no. of equity shares in one or more tranches of face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 25.13 (Rupees Twenty Five and Thirteen Paise only) per warrant, to the persons belonging to Promoter and Non-Promoter Category.

**For Saroj Ray & Associates  
Company Secretaries**

Sd/-

**CS Aditi Patnaik, ACS  
Partner**

**CP: 18186, ACS: 45308**

**Date: 24.05.2018**

**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)**



ALFA TRANSFORMERS LIMITED

## ANNEXURE – A

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

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.

**For Saroj Ray & Associates**  
**Company Secretaries**

Sd/-  
**CS Aditi Patnaik, ACS**  
**Partner**  
**CP: 18186, ACS: 45308**

**Date: 24.05.2018**  
**Place: Bhubaneswar**

**ANNEXURE “E” TO THE DIRECTORS REPORT**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2018**

**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	ALFA TRANSFORMERS 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: 4072-4051to53, 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 electrical transformers	31102	100%

**III. SHAREHOLDING 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 01-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	1553607	0	1553607	24.64	1654562	0	1654562	22.37	(2.27)
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt(s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp.	1607686	0	1607686	25.49	2141804	0	2141804	28.97	3.48
<b>Total shareholding of Promoter (A)</b>	<b>3161293</b>	<b>0</b>	<b>3161293</b>	<b>50.13</b>	<b>3796366</b>	<b>0</b>	<b>3796366</b>	<b>51.34</b>	<b>(1.21)</b>
<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>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>


**ALFA TRANSFORMERS LIMITED**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.	56745	3500	60245	0.96	394700	0	394700	5.34	4.38
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	864553	210952	1075505	17.06	798591	209452	1008043	13.63	(3.43)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1481690	0	1481690	23.50	1887657	0	1887657	25.53	2.03
c) Others (specify)									
Non Resident Indians	482955	43900	526855	8.35	264334	43900	308234	4.17	(4.18)
Overseas Corporate Bodies	—	—	—	—	—	—	—	—	—
Foreign Nationals	—	—	—	—	—	—	—	—	—
Clearing Members	—	—	—	—	—	—	—	—	—
Trusts	—	—	—	—	—	—	—	—	—
Foreign Bodies - D R	—	—	—	—	—	—	—	—	—
<b>Sub-total (B)(2):-</b>	<b>2885943</b>	<b>258352</b>	<b>3144295</b>	<b>49.87</b>	<b>3345282</b>	<b>253352</b>	<b>3598634</b>	<b>48.66</b>	<b>(1.21)</b>
Total Public Shareholding									
<b>(B)=(B)(1)+ (B)(2)</b>	<b>2885943</b>	<b>258352</b>	<b>3144295</b>	<b>49.87</b>	<b>3345282</b>	<b>253352</b>	<b>3598634</b>	<b>48.66</b>	<b>(1.21)</b>
C. Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
<b>Grand Total (A+B+C)</b>	<b>6047236</b>	<b>258352</b>	<b>6305588</b>	<b>100</b>	<b>7141648</b>	<b>253352</b>	<b>7395000</b>	<b>100</b>	<b>—</b>

**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	1062806	16.86	—	1162961	15.73	—	(1.13)
2	INDUSTRIAL DESIGNS & SERVICES PVT. LTD	680842	10.80	—	680842	9.21	—	(1.59)
3	M/S GALAXY MEDICARE LTD	539348	8.55	—	639348	8.65	—	0.1
4	ORICON INDUSTRIES PVT. LIMITED	387496	6.15	—	821614	11.11	—	4.96
5	DEBASIS DAS	121683	1.93	—	121683	1.65	—	(0.28)
6	GETISHREE DAS	73117	1.16	—	73117	0.99	—	(0.17)
7	DILLIP KUMAR DAS (HUF)	88953	1.41	—	88953	1.20	—	(0.21)
8	DEEPAK KUMAR DAS	57000	0.90	—	57000	0.77	—	(0.13)
9	ANINDITA DAS	42008	0.67	—	42008	0.57	—	(0.10)
10	SUBHASIS DAS	41659	0.66	—	41659	0.56	—	(0.10)
11	ADITYA DAS	21000	0.33	—	21000	0.28	—	(0.05)
12	PARMITA DAS	27001	0.42	—	27001	0.37	—	0.05
13	KIRAN DAS	12390	0.20	—	12390	0.17	—	0.03
14	LOPA DAS	5990	0.10	—	6790	0.09	—	0.01

## Annual Report 2018

### C) Change in Promoters' Shareholding :

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>	1062806	16.86	—	—
	Add: Purchase of shares during the year	—	—	100155	—
	<b>At the end of the year</b>	—	—	1162961	15.73
2.	<b>M/S GALAXY MEDICARE LTD</b>	539348	8.55	—	—
	Add: Purchase during the year	—	—	—	—
	Add: Allotment of shares on private placement	—	—	100000	—
	<b>At the end of the year</b>	—	—	<b>639348</b>	<b>8.65</b>
3.	<b>ORICON INDUSTRIES PVT. LIMITED</b>	387496	6.15	—	—
	Add: Purchase during the year	—	—	234118	—
	Add: Allotment of shares on private placement	—	—	200000	—
	<b>At the end of the year</b>	—	—	<b>821614</b>	<b>11.11</b>

### 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
1	K SHIVA KUMAR	332875	5.28	335954	4.83
2	ATIM KABRA	200315	3.18	200315	2.88
3	FRONT LINE VENTURE SERVICES PVT. LTD.	0	0	166502	2.39
4	DAGA ANJANA SANDEEP	106419	1.69	106419	1.53
5	SHRI PARASRAM HOLDINGS PVT. LTD.	200	0.0032	93701	1.35
6	PRASHANT OMPRAKASH KOTHARI	268000	4.25	52000	0.75
7	BABITA G SEKSARIA	50000	0.79	50000	0.72
8	HIMPUSHP AGRICULTURE & ALLIED SERVICES PVT. LTD.	0	0	36117	0.52
9	SANJEEV KUMAR	34819	0.55	34819	0.50
10	JYOTI SATISH DONGRE	36839	0.58	31342	0.45

### 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
1	<b>Dillip Kumar Das</b>	1062806	16.86	—	—
	Add: During the year	—	—	100155	—
	<b>At the end of the year</b>	—	—	1162961	15.73
2	<b>Deepak Kumar Das</b>	57000	0.90	—	—
	Add: During the year	—	—	—	—
	<b>At the end of the year</b>	—	—	57000	0.77
3.	<b>Debasis Das</b>	121683	1.93	—	—
	Add: During the year	—	—	—	—
	<b>At the end of the year</b>	—	—	121683	1.65
4.	<b>Gopal Krishan Gupta</b>	630588	10	—	—
	Add: During the year	—	—	315294	—
	Sale: During the year	—	—	13000	—
	Add: During the year	—	—	140000	—
	At the end of the year	—	—	1072882	14.51
5.	<b>Krishna Panda</b>	—	—	—	—
	Add: During the year	—	—	—	—
	Sale: During the year	—	—	—	—
	Add: During the year	—	—	—	—
	At the end of the year	—	—	—	—
6.	<b>Debasish Dibyajyoti Deo</b>	—	—	—	—
	Add: During the year	—	—	—	—
	Sale: During the year	—	—	—	—
	Add: During the year	—	—	—	—
	At the end of the year	—	—	—	—





# 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	Interest on Term Loan	Vehicle Loan			
	SBI	Axis Bank						
<b>Indebtedness at the beginning of the financial year</b>								
i) Principal Amount	489.81	341.68	66.30	0	0.56	74.47	—	972.82
ii) Interest due but not paid	0	0	0	0.78	0	—	—	0.78
iii) Interest accrued but not due	—	—	—	—	—	—	—	—
<b>Total (i+ii+iii)</b>	<b>489.81</b>	<b>341.68</b>	<b>66.30</b>		<b>0.56</b>	<b>74.47</b>	<b>0</b>	<b>973.60</b>
<b>Change in Indebtedness during the financial year</b>								
* Addition	2103.03	2961.55	0	0.65	0	57.00	—	5122.23
* Reduction	2123.22	3046.22	9.90	0.78	0.48	105.57	—	5286.17
<b>Net Change</b>	<b>(20.19)</b>	<b>(84.67)</b>	<b>(9.90)</b>	<b>(0.13)</b>	<b>(0.48)</b>	<b>(48.57)</b>	<b>0</b>	<b>(163.94)</b>
<b>Indebtedness at the end of the financial year</b>								
i) Principal Amount	469.62	257.01	56.40	0	0.08	25.90	—	809.01
ii) Interest due but not paid	—	—	—	0.65	—	—	—	0.65
iii) Interest accrued but not due	—	—	—	—	—	—	—	—
<b>Total (i+ii+iii)</b>	<b>469.62</b>	<b>257.01</b>	<b>56.40</b>	<b>0.65</b>	<b>0.08</b>	<b>25.90</b>	<b>0</b>	<b>809.66</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	Gopal Krishan Gupta	
1	Gross salary	1270000	800000	798985	1500000	4368985
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1150000	720000	720000	1380000	3970000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	120000	80000	78985	120000	398985
	(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>1270000</b>	<b>800000</b>	<b>798985</b>	<b>1500000</b>	<b>4368985</b>

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### B. Remuneration to other directors (Seating fees)

SN.	Name of Directors	Total Seating Fees
1	Late Shri Santosh Kumar Nanda (Independent)	36000
2	Dr. Nitai Chandra Pal (Independent)	16000
3	Shri Sambit Mohanty (Independent)	Nil
4	Shri Basuru Nageswar Rao Patnaik (Independent)	34000
5	Shri Niranjana Mohanty (Independent)	14000
6	Shri Amalendu Mohanty (Independent)	8000
7	Smt. Sujita Patnaik (Non-Executive)	10000

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

SN	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CS	Total
1	Gross salary	N.A	343413	343413
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		343413	343413
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-
	(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		343413	343413

### 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					



## INDEPENDENT AUDITORS' REPORT

### To the Members of Alfa Transformers Limited

#### Report on the Standalone Financial Statements

We have audited the accompanying Ind AS standalone financial statements of **ALFA TRANSFORMERS LIMITED** ("the Company") and which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of 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 Ind AS standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended .

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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS standalone 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. and the Order issued under section 143(11) of the Act.

We conducted our audit of the Ind AS standalone financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 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 Ind AS standalone 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 Ind AS standalone 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 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 Ind AS standalone 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 Ind AS standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS standalone 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, 2018, and its profit and including other comprehensive income, its cash flows and the changes for the year ended on that date.

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## EMPHASIS OF MATTER

We draw attention to the following matters on the financial statements.

Since the party conformation from Sundry Debtors like. MGVCL & PGVCAL etc. is yet to be received as on 31st March' 2018, the Debtors balances have been considered as per the figures appearing in the books of accounts of the Company.

## Report on Other Legal and Regulatory Requirements

1. 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 purpose of our audit of the aforesaid financial statements.
  - 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 including the statement of Other Comprehensive income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the aforesaid Ind AS standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of written representations received from the directors of the company as on March 31, 2018 taken on record by the Board of Directors none of the directors is disqualified as on March 31, 2018 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 Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.
  - 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Para no-8 of Note-28
    - 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.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Bhubaneswar

Date : 29th May, 2018

**For PAMS & ASSOCIATES,  
CHARTERED ACCOUNTANTS**

Sd/-

**Satyajit Mishra**

**Membership No. 057293**

**Firm Registration No. 316079E (ICAI)**



## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

### **“Annexure A” to the Independent Auditor’s Report of even date on the Financial Statements of ALFA TRANSFORMERS LIMITED**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **ALFA TRANSFORMERS LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Board of Directors of the company which are companies incorporated in India are responsible for establishing 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 Companies Act, 2013.

#### **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 Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 judgment, 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

#### **Financial Statements 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 March 31, 2018, 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 PAMS & ASSOCIATES,  
CHARTERED ACCOUNTANTS**

Sd/-

**Satyajit Mishra**

**Membership No. 057293**

**Firm Registration No. 316079E (ICAI)**

Bhubaneswar

Date : 29th May, 2018

## “ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

**Referred to in paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2018:**

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Company has a program of verification its fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- 2) As explained to us, the inventories were physically verified during the year by the management at a reasonable interval and no material discrepancies were notice on such verification.
- 3) According to the information and explanation given to us, the company has not granted any loan , secured or unsecured to parties covered in the register maintained under section 189 of the companies Act,2013(“the Act”).Accordingly the provision of clause 3(iii)(b)(c) of the order not applicable to the company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- 6) We have reviewed that the cost records maintained by the company includes the records prescribed by the Central Government under section 148(1) of the Act. for the products of the company and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however not made a details examination of the cost records with a view to determine whether they are accurate or complete.
- 7) (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Services Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Services Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2018 on account of 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
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
Central Sales Tax, 1956	2012-14	Disallowance of CST Exemption	2 ,25,068	1st Appeal before JCST, Bhubaneswar Range, Bhubaneswar
The Orissa Entry Tax Act, 1999	2005-06, 2006-07, 2007-08	Demand on Purchase of Raw Materials	87,06,714	Orissa High Court, Cuttack
<b>TOTAL</b>			<b>1,11,38,958</b>	



## ALFA TRANSFORMERS LIMITED

- 8) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- 9) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- 14) The Company has made a private placement of 1089412 no's of fully paid equity shares (Rs.10/- each share) at a premium of Rs 13.26 per share during the year.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Bhubaneswar  
Date : 29th May, 2018

**For PAMS & ASSOCIATES,  
CHARTERED ACCOUNTANTS**  
Sd/-  
**Satyajit Mishra**  
Membership No. 057293  
Firm Registration No. 316079E (ICAI)

# Annual Report 2018

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2018		As at 31st March 2017	
<b>I. ASSETS</b>					
<b>1 Non-Current Assets</b>					
a) Property, Plant and Equipments	1	3092.17		3170.28	
b) Capital Work-in-Progress		2.90		1.90	
c) Investment Property		4.42		4.86	
d) Intangible Assets		3.66		0.26	
<b>e) Financial Assets</b>					
(i) Investments	2	13.32		13.32	
(ii) Trade receivable		---		---	
(iv) Loans		---		---	
(v) Other Financial Assets		---		---	
f) Other Non-Current Assets	3	47.39		33.01	
			3163.86		3223.63
<b>2 Current assets</b>					
(a) Inventories	4	1255.58		1046.53	
<b>(b) Financial Assets</b>					
(i) Investments		---		---	
(ii) Trade Receivables	5	1778.48		592.68	
(iii) Cash and Cash equivalents	6	4.18		7.48	
(iv) Other Bank Balances	7	253.65		227.63	
(v) Loans		---		---	
(vi) Other Financial Assets	8	55.47		50.54	
(c) Current Tax Assets (Net)		---		---	
(d) Other Current Assets	9	83.90		55.65	
			3431.26		1980.51
<b>TOTAL ASSETS</b>			<b>6595.12</b>		<b>5204.14</b>
<b>II. EQUITY AND LIABILITIES</b>					
<b>1 Equity</b>					
(a) Equity Share Capital	10	739.50		630.56	
(b) Other Equity	11	2709.71		2851.67	
			3449.21		3482.23
<b>2 Non-Current Liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Borrowings	12	45.30		56.49	
(ii) Trade Payables					
(iii) Other Financial Liabilities					
<b>(b) Provisions</b>					
(c) Deferred Tax Liabilities (Net)	13	40.03		32.85	
(d) Other Non-Current Liabilities	14	112.89		112.89	
			198.22		202.23
<b>3 Current Liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Borrowings	15	752.55		905.96	
(ii) Trade Payables	16	2048.05		494.93	
(iii) Other Financial Liabilities	17	79.38		58.95	
<b>(b) Other Current Liabilities</b>					
(c) Provisions	18	60.66		57.87	
(d) Current Tax Liabilities (Net)	19	7.05		1.97	
			2947.69		1519.68
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>6595.12</b>		<b>5204.14</b>
SIGNIFICANT ACCOUNTING POLICIES		27			
ADDITIONAL NOTES ON ACCOUNTS		28			

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 PAMS & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REG. NO-316079E

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

SATYAJIT MISHRA  
PARTNER  
Membership No.057293  
BHUBANESWAR  
DATED : 29th May 2018

DEBASISH DIBYAJYOTI DEO  
COMPANY SECRETARY





## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March,2018	For the year ended 31st March,2017
I. Revenue from Operations	20	4696.52	2874.41
II. Other Income	21	17.28	27.20
III. <b>Total Income (I + II)</b>		<b>4713.80</b>	<b>2901.61</b>
IV. <b>EXPENDITURE :</b>			
Cost of Materials Consumed	22	3884.55	1996.10
Changes in Inventories of Finished Goods Work-in-Progress	23	(73.38)	31.89
Employee benefits expense	24	258.35	189.68
Excise Duty on Sale of Goods		82.53	309.11
Finance Costs	25	196.60	196.70
Depreciation and Amortization expense		115.41	118.91
Other Expenses	26	526.57	342.18
<b>Total Expenses</b>		<b>4990.63</b>	<b>3184.57</b>
V. <b>Profit/(Loss) Before Exceptional Items and Tax (III-IV)</b>		(276.83)	(282.96)
VI. Exceptional Items		—	—
VII. <b>Profit/(Loss) Before Tax (V- VI)</b>		(276.83)	(282.96)
VIII. <b>Tax Expenses :</b>			
(1) Current Tax		---	---
(2) Income Tax earlier year		(0.53)	(0.19)
(3) Deferred Tax Assets/(Liabilities) [Net]		---	---
IX <b>Profit/(Loss) for the period (VII-VIII)</b>		<b>(277.36)</b>	<b>(283.15)</b>
X. <b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		(1.02)	0.11
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
XI <b>Total Comprehensive Income for the year (IX+X)</b>		<b>(278.38)</b>	<b>(283.04)</b>
XII <b>Earning per equity share (for continuing operation)</b>			
(1) Basic (in ₹)		(3.76)	(4.49)
(2) Diluted			
SIGNIFICANT ACCOUNTING POLICIES	27		
ADDITIONAL NOTES ON ACCOUNTS	28		

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COMPANY SECRETARY

## Annual Report 2018

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

(₹ in Lakhs)

PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before taxes	(278.38)	(283.15)
Add :		
Depreciation, amortisation and impairment of assets	115.41	118.91
Bad Debts Written off/Provisions & Liquidated Damages etc.	133.40	61.32
Written off of Discarded Assets	---	2.30
Long Term Provisions	15.02	1.84
	<b>(14.55)</b>	<b>(98.78)</b>
<b>Less :</b>		
Interest Income	16.22	15.69
Dividend Income	---	0.04
Balances written back	10.26	1.88
	<b>26.48</b>	<b>17.61</b>
Operating Profit / (Loss) before Working Capital Changes	(41.03)	(116.39)
Adjustment for changes in Working Capital :		
(Increase) / Decrease in Inventories	(209.05)	(31.90)
(Increase) / Decrease in Sundry Debtors/Receivables	(1319.18)	(142.74)
(Increase) / Decrease in Other Financial Assets	(4.93)	3.17
(Increase) / Decrease in Other Current Assets	(28.25)	(15.31)
Increase / (Decrease) in Short Term Borrowings	(153.42)	27.74
Increase / (Decrease) in Trade Payables	1563.38	49.78
Increase / (Decrease) in Short Term Financial Liability	21.88	3.39
Increase / (Decrease) in Other Current Liability	2.80	(8.91)
Increase / (Decrease) in Short Term Provision	5.08	0.45
<b>Cash (used in)/generated from operating activities before taxes</b>	<b>(162.72)</b>	<b>(230.72)</b>
Direct taxes paid (Net of refunds/adjustments)	10.83	(3.53)
<b>Net Cash (used in)/ generated from operating activities</b>	<b>(151.89)</b>	<b>(234.25)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets/Capital Work-In-Progress	(41.23)	(17.77)
Increase/(Decrease) in Fixed Deposits	(26.02)	6.44
Increase/(Decrease) in Other Non Current Asset	(19.27)	---
Dividend Income	0.00	0.04
Interest Received	16.22	15.69
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(70.30)</b>	<b>4.40</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Secured Borrowings	(11.19)	---
Increase in Share Capital	245.37	243.75
Decrease in Long Term Advances	(13.83)	(8.39)
(Decrease) in Unpaid Dividend Account	(1.45)	(1.84)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>218.90</b>	<b>233.52</b>
Net Increase in cash and cash equivalents(A+B+C)	(3.29)	3.68
Cash and cash equivalents at the beginning of the year	7.48	3.80
<b>CASH &amp; CASH EQUIVALENTS at the end of the year</b>	<b>4.19</b>	<b>7.48</b>
Note : Cash and Cash equivalents include :		
-- Cash	1.58	0.35
-- Balance with Schedule Banks	2.61	7.13
	<b>4.19</b>	<b>7.48</b>

**Note :**

- All figures in brackets are outflow of cash.
- Cash flow statement has been prepared under the indirect method as set out in Ind AS - 7 issued by the Institute of Chartered Accountants of India.
- Previous year figures regrouped/recast where ever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

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 COMPANY SECRETARY

BHUBANESWAR  
 DATED : 29th May 2018

## Annual Report 2018

### NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2018

#### 1. FIXED ASSETS :

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>a) PROPERTY, PLANT &amp; EQUIPMENTS</b>		
<b>i) Land</b>		
Opening WDV Balance	1146.16	1162.12
Add : Addition during the period	---	---
Less : Depreciation during the period	15.95	15.95
Closing WDV Balance	1130.21	1146.16
<b>ii) Plant &amp; Equipments</b>		
Opening WDV Balance	2024.14	2110.15
Add : Addition during the period	36.49	15.88
Less : Discposal/ Adjustments	---	2.30
Less : Depreciation during the period	98.67	99.59
Closing WDV Balance	1961.96	2024.14
<b>b) CAPITAL WORK IN PROGRESS</b>		
Opening WDV Balance	1.90	---
Add : Addition during the period	2.90	1.90
Less : Discposal/ Adjustment	1.90	---
Closing WDV Balance	2.90	1.90
<b>c) INVESTMENT PROPERTY</b>		
Opening WDV Balance	4.86	5.34
Add : Addition during the period	---	---
Less : Depreciation during the period	0.44	0.48
Closing WDV Balance	4.42	4.86
<b>d) INTANGIBLE ASSETS</b>		
Opening WDV Balance	0.26	3.15
Add : Addition during the period	3.74	---
Less : Depreciation during the period	0.34	2.89
Closing WDV Balance	3.66	0.26
<b>TOTAL FIXED ASSETS</b>		
Opening WDV Balance	3177.33	3280.76
Add : Addition during the period	43.13	17.77
Less : Discposal/ Adjustment	1.90	2.30
Less : Depreciation during the period	115.41	118.91
Closing WDV Balance	3103.15	3177.33

#### 2. NON-CURRENT INVESTMENTS (Valued at Cost)

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>Long Term Investments : ( Unquoted, at cost )</b>		
<b>I. Trade Investments</b>		
a) 15,000 Equity Shares of Rs.10/- each in Talaja Conductors Pvt. Ltd.	1.50	1.50
Less: Provision for Permanent diminution of value	1.50	1.50
	---	---
b) Shares in Subsidiary Company-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>		
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>Total</b>	<b>13.32</b>	<b>13.32</b>


**3. OTHER NON-CURRENT ASSETS**  
 (Un secured and Considered Good)

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
Advance Income Tax/refundable (Net of Provision)	4.16	14.99
Gratuity Fund With LIC	23.96	18.02
Deferred Revenue Expenditure	19.27	---
<b>Total</b>	<b>47.39</b>	<b>33.01</b>

**4. INVENTORIES (\*)**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
Indigenous Raw materials & Components	552.81	374.36
Imported Raw materials & Components	75.89	58.18
Semi-finished goods	330.46	398.92
Finished goods	296.42	154.58
Raw-Materials in Transit	---	60.49
<b>Total</b>	<b>1255.58</b>	<b>1046.53</b>

(\*) As certified by the Management and Valued as per Accounting Policy Note No. 27 (2.13)

**5. TRADE RECEIVABLES**

(₹ in Lakhs)

(Un secured and Considered Good)

Particulars	As at 31st March 2018	As at 31st March 2017
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured - Considered Good	160.82	52.58
- Considered Doubtful	---	9.32
	160.82	61.90
Less: Provision for doubtful debts	---	9.32
	160.82	52.58
Trade receivables outstanding for a period less than six months from the date they are due for payment		
-- Considered Good	1617.66	540.10
	1617.66	540.10
<b>Total</b>	<b>1778.48</b>	<b>592.68</b>

**6. CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
a) Balances with banks		
-- In Current Account	2.61	7.13
b) Cash on hand	1.58	0.35
<b>Total</b>	<b>4.18</b>	<b>7.48</b>

**7. OTHER BANK BALANCES**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
a) In Deposits Account (#)	253.65	226.18
b) In earmarked Account		
- Unpaid dividend account	---	1.45
<b>Total</b>	<b>253.65</b>	<b>227.63</b>

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

Bank Guarantees :

Maturing within 3 Months	10.19	---
Maturing within 3 and 12 Months	235.16	182.17
Maturity period more than 12 Months	8.30	44.01

## Annual Report 2018

### 8. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
National Savings Certificates	0.02	0.02
Security Deposits	23.49	18.03
Sales Tax & Entry Tax Deposits	23.80	23.80
Interest accrued on Term Deposits	5.72	5.84
Earnest Money and Security Deposits	2.44	2.44
Deposit with Sales Tax Authority	---	0.41
<b>Total</b>	<b>55.47</b>	<b>50.54</b>

### 9. OTHER CURRENT ASSETS

(₹ in Lakhs)

(Unsecured and Considered Good)

Particulars	As at 31st March 2018	As at 31st March 2017
Advance to suppliers and staff *	21.40	14.60
Deposit with GST Authorities	25.03	13.10
Prepaid Expenses	37.47	27.95
<b>Total</b>	<b>83.90</b>	<b>55.65</b>
* Includes :		
a) Loans and Advances due by Directors or other officers of the Company	---	---
b) Loans and Advances due by private companies in which a director is a member	---	---

### 10. SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares in lakhs	Amount	No. of Shares in lakhs	Amount
<b>a) Share Capital</b>				
<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 of Rs. 10/- each fully paid up	73.95	739.50	63.06	630.56
<b>b) Share Warrants</b>				
Money received against share warrants	---	27.64	---	35.72

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

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Shares outstanding at the beginning of the year	6305588	63055880	5360000	53600000
Share Issued during the year	1089412	10894120	945588	9455880
Shares brought back during the year	---	---	---	---
Shares outstanding at the end of the year	7395000	73950000	6305588	63055880

#### 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 2018		As at 31st March 2017	
	No. of Shares in lakhs	% held	No. of Shares in lakhs	% held
Dillip Kumar Das	11.63	15.73%	10.62	16.85%
Industrial Designs & Services Private Limited	6.81	9.21%	6.81	10.80%
Gopal Krishan Gupta	10.73	14.51%	6.30	10.00%
Galaxy Medicare Limited	6.39	8.65%	5.39	8.55%
Oricon Industries Private Limited	8.22	11.11%	3.87	6.14%
K Shiva Kumar	3.36	4.54%	3.33	5.27%


**11. OTHER EQUITY**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>a. Capital Reserves</b>		
State Investment Subsidy		
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	1097.17	983.70
Add : Current Year Transfer	144.50	113.47
Less : Written Back in Current Year	---	---
Closing Balance	1241.67	1097.17
<b>c. General Reserve</b>		
Opening Balance as per Last Balance Sheet	675.22	598.96
Add : Transferred from Revaluation Reserve	72.54	76.26
Closing Balance	747.76	675.22
<b>d. Revaluation Reserve</b>		
Opening Balance as per Last Balance Sheet	1947.60	62.75
Less : Transferred to General Reserve	(72.54)	(76.26)
Add : Revaluation of Fixed Assets during the year (Refer Note No.26 Para No. 9)	---	1961.11
Closing Balance	1875.06	1947.60
<b>e. Advance Warrant Money</b>		
Opening Balance as per Last Balance Sheet	35.72	---
Add : Received During the Year	245.37	35.72
Less : Allotted during the year	(253.44)	---
Closing Balance	27.65	35.72
<b>f. Other Compressive Income</b>		
Opening Balance as per Last Balance Sheet	0.11	---
Add : Current Year Transfer	(1.02)	0.11
Less : Current Year Transfer	---	---
Closing Balance	(0.91)	0.11
<b>g. Profit and Loss Account</b>		
Opening Balance as per Last Balance Sheet	(914.07)	(630.92)
Less : Profit/( Loss) for the year	(277.36)	(283.15)
Closing Balance	(1191.43)	(914.07)
<b>Total</b>	<b>2709.71</b>	<b>2851.67</b>

**12. BORRWINGS**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>SECURED LOAN</b>		
a. Term Loan		
From Axis Bank Limited	45.30	56.40
b. Vehicle Loan		
From Kotak Mahindra Bank	---	0.09
<b>Total</b>	<b>45.30</b>	<b>56.49</b>

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

Particulars	Term Loan Axis Bank Ltd	Kotak Mahindra Bank Vehicle Loan
Period of maturity with reference to Balance Sheet date	47 Months	2 Months
Number of Instalments outstanding as at 31st March, 2018	47	2
Outstanding amount of Instalments as at 31st March, 2018	56.40	0.08
Rate of Interest	13.45%	10.60%

**The Term Loan availed from Axis Bank Limited is secured by :**
**Primary Security : NIL**
**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.

**Guaranteee :**

- Personal Guarantees given by three Directors including Managing Director.

## Annual Report 2018

### 13. PROVISIONS- NON-CURRENT

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
Provision for Employee benefits		
Gratuity (Non-funded) *	12.24	11.95
Gratuity (Funded)	23.96	18.02
Leave Encashment (Non-Funded)	3.83	2.88
<b>Total</b>	<b>40.03</b>	<b>32.85</b>

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

### 14. DEFERRED TAX LIABILITY (Net)

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
I. Deferred Tax Liability :		
Related to Fixed Assets	(215.85)	(224.48)
	(215.85)	(224.48)
II. Deferred Tax Assets :		
a) Timing Difference for various items restricted on the basis of payment	8.27	15.66
b) Unabsorbed Depreciation/ Business Loss (Restricted)*	94.69	95.93
c) Total Deferred Tax Assets (a+b)	102.96	111.59
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 on Depreciation /losses carried forward to Deferred Tax Liability figure making Deferred Tax element recognition at NIL during the year.

### 15. BORROWINGS-CURRENT

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>SECURED LOAN</b>		
<b>Working Capital Loan</b>		
From State Bank of India	469.62	489.81
From Axis Bank Limited	257.02	341.68
	726.64	831.49
<b>UN-SECURED LOAN</b>		
Loan From Phoneix Surgicare Private Limited	25.91	26.31
Loan From Oricon Industries Limited	---	48.16
	25.91	74.47
<b>Total</b>	<b>752.55</b>	<b>905.96</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.

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.





**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2018**

**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.

<b>Disclosure :</b>		
<b>Particulars</b>	<b>State Bank of India Cash Credit</b>	<b>Axis Bank Ltd Cash Credit</b>
Preiod of maturity with reference to Balance Sheet date	Renewal every year	Renewal every year
Outstanding amount as at 31st March, 2018	469.62	257.02
Rate of Interest	Base Rate Plus 5.25%	Base Rate Plus 4.25%
Overdue amount and Period	Nil	Nil

**16. TRADE PAYABLE**

( ₹ in Lakhs )

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
a) Trade Payables	2001.33	465.59
b) Others	46.72	29.34
<b>Total</b>	<b>2048.05</b>	<b>494.93</b>

Trade Payables includes Rs.474.78 lakhs (Previous Year-Rs.62.76 lakhs) due to Micro,Small and Medium Enterprises based on available information with the Company details of which are as follows :

( ₹ in Lakhs )

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
Principal amount due and remaining unpaid	474.78	62.76
Interest due on above and the unpaid interest	6.49	1.76
Interest paid during the year	--	--
Payment made beyond the appointed day during the year	--	--
Interest due and payable for the period of delay	6.49	1.76
Interest accrued and remaining unpaid	6.49	1.76
Amount of further interest remaining due and payable in succeeding years.	---	---

**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.

**17. OTHER FINANCIAL LIABILITIES**

( ₹ in Lakhs )

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
(a) Current maturities of long-term debt *	11.84	10.38
(b) Unpaid dividends	---	1.45
(c) Creditors for Capital Goods	3.29	3.00
(d) Other Liabilities		
i. Liabilities for Expenses	26.26	16.78
ii. Payable to employees	37.99	27.34
<b>Total</b>	<b>79.38</b>	<b>58.95</b>

\* Details of Current Maturities of Long Term Debt :

a. Term Loans		
From Axis Bank Limited	11.75	9.90
b. Vehicle Loan from Bank		
From Kotak Mahindra Bank	0.08	0.48
	11.84	10.38

**18. OTHER CURRENT LIABILITIES**

( ₹ in Lakhs )

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
-- Other Liabilities		
i. Advance from Customers	53.63	24.76
ii. Statutory Liabilities	7.03	33.11
<b>Total</b>	<b>60.66</b>	<b>57.87</b>

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### 19. PROVISIONS-CURRENT

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>Provision for employee benefits</b>		
Leave Encashment (Non-Funded)	1.58	1.97
Group Gratuity with LIC	5.47	---
<b>Total</b>	<b>7.05</b>	<b>1.97</b>

### 20. REVENUE FROM OPERATION :

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Sale of products		
-- Sales (Domestic)	4519.57	2759.06
-- Sales (Export)	58.07	---
Sale of services		
-- Repairing Services	84.47	95.76
Other operating revenues	34.41	19.59
<b>Total</b>	<b>4696.52</b>	<b>2874.41</b>

### 21. OTHER INCOME :

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest Income	16.22	15.69
Foreign Exchange Fluctuations (Net)	1.06	11.46
Profit on Sale of Assets (Net)	---	0.05
<b>Total</b>	<b>17.28</b>	<b>27.20</b>

### 22. COST OF MATERIALS CONSUMED :

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Indigenous:-		
-- Opening Stock	374.36	369.07
-- Purchases	3257.45	1638.21
	3631.81	2007.28
-- Closing Stock	552.81	374.36
<b>Sub Total-A</b>	<b>3079.00</b>	<b>1632.92</b>
Imported: -		
-- Opening Stock	58.18	57.13
-- Purchases	823.27	364.23
	881.45	421.36
-- Closing Stock	75.89	58.18
<b>Sub Total-B</b>	<b>805.55</b>	<b>363.18</b>
<b>Total (A+B)</b>	<b>3884.55</b>	<b>1996.10</b>

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

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Opening Stocks:		
-- Finished Goods	154.58	328.28
-- Stock-in- Process	398.92	257.11
	553.50	585.39
Less : Closing Stocks		
-- Finished Goods	296.42	154.58
-- Stock-in- Process	330.46	398.92
	626.88	553.50
(Accretion) / Depletion of Stocks	(73.38)	31.89

### 24. EMPLOYEE BENEFITS EXPENSES

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Salaries, Wages and Incentives	219.98	167.57
Contributions to Provident Fund, E.S.I., Gratuity Fund and Annuity Fund	37.33	21.38
Staff welfare expenses	1.04	0.73
<b>Total</b>	<b>258.35</b>	<b>189.68</b>


**25. FINANCE COSTS**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest expenses		
Interest on Term Loans & Unsecured Loans	22.91	18.03
Interest on Working Capital Loans	91.62	110.82
Interest -Others	28.98	36.62
Other borrowing costs		
LC & BG Commission	41.42	24.12
Processing Charges	8.47	3.38
Bank Charges	3.20	3.73
<b>Total</b>	<b>196.60</b>	<b>196.70</b>

**26. OTHER EXPENSES**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
<b>A MANUFACTURING EXPENSES</b>		
1 Job Work Charges	123.31	85.38
2 Power & Fuel	56.63	42.62
3 Testing Expenses	2.15	11.84
4 Factory & Machine Rent	---	2.00
5 Excise Duty on increase/(decrease) of stock	(17.08)	(18.72)
<b>Total - A</b>	<b>165.01</b>	<b>123.12</b>
<b>B REPAIRS AND MAINTENANCE</b>		
1 Repairs to machinery	25.81	6.25
2 Repairs to Building	2.74	3.30
3 Repairs to Vehicles	5.11	4.94
4 Repairs to Others	2.19	1.09
<b>Total - B</b>	<b>35.85</b>	<b>15.58</b>
<b>C SELLING AND DISTRIBUTION EXPENSES</b>		
1 Selling Expenses	26.01	9.36
2 Sales Commission	10.62	8.21
3 Carriage Outward	55.80	23.18
4 Taxes and Duties	4.81	19.25
5 Bad Debts Written off	8.99	15.02
6 Penalty Deductions/Liquidated Damages	124.39	36.99
7 Provision for Doubtful Debts	---	9.32
<b>Total - C</b>	<b>230.62</b>	<b>121.33</b>
<b>D ADMINISTRATIVE EXPENSES</b>		
1 Travelling Expenses	17.94	15.13
2 Printing & Stationery	3.62	2.65
3 Insurance Charges	4.08	5.13
4 Advertisement Expenses	1.99	0.52
5 Postage and Telephone Charges	3.56	3.93
6 Auditors Remuneration	2.50	2.35
7 Fees and Subscription	10.22	16.71
8 Legal & Professional Fees	23.16	12.81
9 Security Service Charges	15.10	13.66
10 Rent	2.59	2.87
11 General Expenses	3.93	4.81
12 Books and Periodicals	0.05	0.05
13 Meeting Expenses	1.71	1.19
14 Registrar's Fees	0.13	0.31
<b>Total I - D</b>	<b>90.58</b>	<b>82.13</b>
<b>E OTHER EXPENSES</b>		
1 Advances Written off	0.56	0.21
2 Deferred Revenue Expenditure Written off	3.87	---
3 Prior Year Adjustment (Net)	0.08	(0.19)
<b>Total - E</b>	<b>4.51</b>	<b>0.02</b>
<b>Total</b>	<b>526.57</b>	<b>342.18</b>

## NOTE NO- 27 : SIGNIFICANT ACCOUNTING POLICIES

### Notes to Financial Statements:

Alfa Transformers Limited have adopted Ind-AS (the converged IFRS) with effect from April 1, 2017 pursuant to notification issued by Ministry of Corporate Affairs (MCA) notifying Companies (Indian Accounting Standard) Rules, 2015 along with the subsequent clarification and amendment by MCA. The Company has assessed the effect of transition on reported reserves and surplus as on April 1, 2016 (the transition date) and the significant areas impacting the financial statements are;

- Availing fair value as deemed cost exemption for Property, Plant and Equipment.
- Availing carrying cost of previous GAAP as deemed cost for Investment property and Intangible Assets.
- Deferred tax impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP).
- Other non-significant adjustments includes; fair value of financial assets. Besides, there will be change in presentation of financial statements with additional disclosures.

### Statement of Compliance:

#### 1. Basis of accounting and preparation of Standalone Financial Statements:

##### Basis of accounting

- i) These standalone financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and accounting principles generally accepted in India.
- ii) These standalone financial statements are the first standalone financial statements prepared in accordance with Indian Accounting Standards (Ind AS). For all periods upto and including the year ended March 31, 2017, the Company reported its Financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'IGAAP'). The Financial statements for the year ended March 31, 2017 and the opening Balance Sheet as at April 1, 2016 have been restated in accordance with Ind AS for comparative information.

##### ii) Functional and Presentation Currency

These standalone financial statements are presented in Indian rupees, which is the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest lakh, except otherwise indicated.

##### iii) Use of Estimates and Judgements

The preparation of the Standalone Financial Statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the Standalone Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialize. Estimates and underlying assumptions are reviewed on an ongoing basis. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the accounting policies.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date on such basis as provided under Ind AS 113.

- iv) All assets and liabilities have been classified as current or non-current in accordance with the operating cycle criteria set out in Ind AS 1 and Schedule III to the Companies Act, 2013.

#### 2. Significant accounting policies

##### 2.1. Property, Plant and Equipment & Depreciation :

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price including import duties and non-refundable purchase taxes or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and finance costs if any. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Assets in the course of construction are initially kept under assets under construction and capitalized when the assets is available for use as intended by the management.

- (i) Cost of day-to-day servicing of property, plant and equipments are recognised in the Statement of Profit and Loss as incurred. Major overhaul expenditure is capitalized as the activities undertaken to improve the economic benefits expected to arise from the asset. Where an asset or part of an asset that was separately depreciated is replaced and it is probable that future economic benefits associated with the item will flow to the Company, the expenditure is capitalized and the carrying amount of the replaced asset is derecognized. Inspection costs associated with major maintenance programs are capitalized and amortized over the period to the next inspection.



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- (ii) Depreciation on property, plant and equipments (Other than revalued assets) is provided on Straight Line Method in accordance with the rates specified under Schedule II to the Companies Act, 2013.
- (iii) Other property, plant and equipment are depreciated based on useful life of the asset under "Straight Line Method" in the manner specified in Schedule II to the Companies Act., 2013. When any part of an item of property, plant and equipment, have different useful lives and cost is significant in relation to the total cost of the asset, they are accounted for and depreciated separately. Depreciation on additions / deletions during the year is provided on prorata basis with reference to the date of additions / deletions except low value items not exceeding Rs. 5,000 which are fully depreciated at the time of addition. The typical useful lives of other property, plant and equipment (major items) are as follows:

Plant & Machinery	05 to 40 years
Testing Equipment	10 to 25 years
Material Handling Equipment	25 to 40 years
Electrical Installation	10 to 30 years
Auxiliary Equipment	25 to 40 years
Factory Building	50 to 70 years
Office Equipment	03 to 15 years
Furniture & Fixtures	5 to 20 years

- (iv) For these classes of assets, based on technical evaluation carried out by external technical experts, the Company believes that the useful lives as given above best represent the period over which Company expects to use these assets.
- (v) 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.
- (vi) An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the period in which the item is derecognized. Any Tangible asset, when determined of no further use, is deleted from the Gross Block of assets. The deleted assets are carried as 'Assets awaiting disposal' under Inventories at lower of `1000 or 5% of the original cost and the balance Written down Value, is charged off.
- (vii) Physical verification of the fixed assets is carried out by the Company in a phased manner to cover all the items over a period of three years. The discrepancies, if any, noticed are accounted for after reconciliation of the same.
- (viii) Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

### Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

### 2.2 Intangible assets

Costs of intangible assets are capitalized when the asset is ready for its intended use. Intangible assets include expenditure on computer software and technical Knowhow are stated at the amount initially recognized less accumulated amortization and accumulated impairment losses.

Cost of computer software is amortized over the useful life not exceeding 10 years from the date of capitalization.;

Any intangible asset, when determined of no further use, is written off.

### 2.3 Research and Development Expenditure:

Testing and material expense for Research and Development to be amortised within the use full life of that particular transformers as follows:

If transformers goes for testing as failed and a substantial expense ( if the total cost is >realisation value) being incurred for testing if ready for realisation than the company needs to keep proper documentation for the expenses along with the supporting evidence. In such case the expenses so incurred to be treated as R&D expense and in place of debited to Profit and Loss account it should be kept it as asset side of Balance Sheet. such amount standing in the asset side needs to be written off within use full life of the transformers

### 2.4 Impairment of property, plant & equipment (PPE) and intangible assets, other than goodwill.

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant & equipment (including capital work in progress) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the cash generating unit (CGU) is estimated in order to determine the extent of the impairment loss (if any). Corporate assets and common service assets are also allocated to individual cash-generating units on a reasonable and consistent basis. Intangible assets are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, 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 the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of a CGU is estimated to be less than its carrying amount, the carrying amount of the asset or group of assets covered under the CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset or group of assets covered under the CGU is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or group of assets covered under the CGU in prior years. A reversal of an impairment loss is recognized immediately in the statement of profit and loss.

**2.5 Capital Cost** (i.e cost including professional fees) incurred for issuance of Share Capital is treated under Other Non-Current Assets and to be amortised over a period of 3 years.

## **2.6 Revenue recognition**

- Revenue from operations includes sale of goods, services and adjusted for discounts (net), and gain/ loss on corresponding hedge contracts.
- Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.
- Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
- Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.
- Dividends Revenue is recognised when the Company's right to receive the payment has been established.
- **Insurance claims:**
- Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect the ultimate collection.

## **2.7. Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### **i) The Company as lessor**

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

### **ii) The Company as lessee**

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating leases, such incentives are recognized as a liability. The aggregate benefit of incentives is recognized as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

## **2.8 Foreign currency transactions and translations**

- (i) In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.
- (ii) Exchange differences on monetary items are recognized in the statement of profit and loss in the period in which they arise except for:
  - (a) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
  - (b) exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to the statement of profit and loss on repayment of the monetary items.
- (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.

## **2.9 Borrowing costs**

- (i) Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale and also includes exchange difference arising from Foreign Currency borrowings to the extent that they are regarded as an adjustment to interest cost.
- (ii) All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.



## 2.10 Government grants

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

## 2.11 Employee benefits:

### 2.11.1 Retirement benefit costs and termination 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/Annuity 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

Re-measurement of the defined benefit liability and asset, comprising actuarial gains and losses, and the return on plan assets (excluding amounts included in net interest described above) are recognized in other comprehensive income in the period in which they occur and are not subsequently reclassified to the statement of profit and loss.

## 2.12 Taxation

Income tax expense represents the aggregate of current tax and deferred tax.

### 2.12.1 Current tax

Current tax is the amount of income tax payable based on taxable profit for the period. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and the tax laws that have been enacted or substantively enacted by the end of the reporting period.

### 2.12.2 Deferred tax

- (i) Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.
- (ii) The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of all or part of the deferred tax asset to be utilized. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- (iii) Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### 2.12.3 Current and deferred tax for the year

Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

## 2.13. INVESTMENT PROPERTY

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). The shops, flats and other properties held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition the investment properties are stated at cost less accumulated depreciation.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

## 2.14 Inventories

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/GST paid on purchases. Scrap is valued at estimated realisable value.

Stock of Materials-in-Process and Finished Goods are valued at lower of cost and net realizable value. Cost excludes CENVAT/GST paid on inputs.

Stores and spares are valued at weighted average cost or net realizable value whichever is lower. Obsolete / unserviceable items, as and when identified, are written off. Any item of stores and spares not moved for last four years as on date of Balance Sheet are identified as slow moving items for which a provision of 95% of the value is made in the accounts.

## 2.15 Provisions and Contingent Liabilities:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. If effect of the time value of money is material, provisions are discounted using an appropriate discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for:

- i) possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

## 2.16 Financial instruments, Financial assets, Financial liabilities and Equity instruments:

### i) Financial Assets

A. Initial recognition and measurement: Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

**Recognition :** Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

### B. Subsequent measurement

#### a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### b) Financial assets at fair value through other comprehensive income (FVTOCI)

Fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

#### c) Financial assets at fair value through profit or loss (FVTPL)

fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes.

### Equity investments:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

The Company has elected to continue with the carrying value of all its equity investments as recognized in the standalone financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.





### Derivative financial instruments

The Company uses derivative financial instruments, such as foreign exchange forward contracts, interest rate swaps and currency options to manage its exposure to interest rate and foreign exchange risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

### Hedge Accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles. These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in Other Comprehensive Income (OCI) and accumulated in "Cash Flow Hedge Reserve Account" under Reserves and Surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the "Cash Flow Hedge Reserve Account" are reclassified to the Statement of Profit and Loss in the same period during which the forecasted transaction affects Statement of Profit and Loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in "Cash Flow Hedge Reserve Account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognise

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Impairment :** The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**Reclassification :** When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

**De-recognition:** Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred amounts collected on behalf of third parties, such as sales tax and value added tax.

### ii : Financial liabilities

#### A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

#### B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### 2.17. Investments in subsidiary, associates and joint venture :

The Company measures its investments in subsidiary at cost less impairment. The company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the company makes an estimate of its recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

- i) Non-Current investments are valued at cost. However, provision for diminution in value is made to recognise a decline in the value, other than temporary.
- ii) Current investments are valued at lower of cost or fair value.

### 2.18 Cash and cash equivalent

In the cash flow statement, cash and cash equivalent include cash in hand, cheques and drafts in hand, balances with bank and deposit held at call with financial institution ,short term highly liquid investments with original maturities of three months or less there are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowing in the current liabilities in the balance sheet and form part of the financial activity in the cash flow statement. Book overdraft are shown within borrowing in other financial liabilities in the balance sheet and form part of financing activity in the cash flow statement . Notes to the financial statement for the year ended 31.03.2108.

### 2.19 Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue,

bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

### 3.1 FIRST TIME ADOPTION OF IND AS

The Company has adopted Indian Accounting Standards (Ind- AS) notified Ministry of Corporate Affairs with effect from 1st April 2017 with a transition date of 1st April 2016. Ind AS 101, "First-time Adoption of Indian Accounting Standard" requires that all Ind AS standards and interpretation that are issued and effective for the First Ind AS financial statements, which is for the year ended 31st March, 2018 for the Company, be applied retrospectively and consistently for all financial years presented. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Ind AS 101 (First-time Adoption of Indian Accounting Standards) provides a suitable starting point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Company has prepared the opening Balance Sheet as per Ind AS as of 1st April, 2016 (the transition date) by:

- a. recognising all assets and liabilities whose recognition is required by Ind AS,
  - b. not recognising items of assets or liabilities which are not permitted by Ind AS,
  - c. reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and
  - d. applying Ind AS in measurement of recognised assets and liabilities.
- iii) Following are the Ind AS 101 optional exemption availed as applicable and Mandatory applied in the transition from previous GAAP to Ind AS..

#### a) Exemptions from retrospective application:

- i) Fair value as deemed cost exemption:  
Deemed cost exemption for Property, plant and equipment assets at fair value as deemed cost. The Company has elected to measure items of property, plant and equipment assets at fair value as deemed cost.
- ii) Deemed cost exemption of Investment Property. The Company has treated one property as investment property and it is carrying value as per previous GAAP is considered as deemed cost as per Ind AS-40.
- iii) Deemed cost exemption of intangible assets.
- iv) Leases  
The Company has applied Appendix C of Ind AS 17 (Leases) – 'Determining whether an Arrangement contains a Lease' to determine whether an arrangement existing at the transition date contains a lease on the basis of facts and circumstances existing at that date.
- v) Investments in subsidiaries, joint ventures and associates  
Under previous GAAP, investment in subsidiaries, joint ventures and associates were stated at cost and provisions made to recognise the decline, other than temporary. Under Ind AS, the Company has considered their previous GAAP carrying amount as their deemed cost.
- vi) De-recognition of previously recognition financial instruments.
- vii) De commissioning liability. The Company has elected to apply the transitional provision with respect to recognition of Decommissioning, Restoration and Similar Liabilities.

#### b) Ind AS mandatory exemptions:

- i) Estimates  
An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.  
Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.  
The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:
  - a) Investment in equity instruments carried at FVTPL or FVOCI
  - b) Impairment of financial assets based on expected credit loss model.

### 2. Classification and measurement of financial assets and liabilities

Classification of financial asset is required to be made on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Further, if it is impracticable for the Company to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind AS shall be the new gross carrying amount of that financial asset or the new amortised cost of that financial liability at the date of transition to Ind AS.

**ALFA TRANSFORMERS LIMITED****NOTE NO.28 ADDITIONAL NOTES ON ACCOUNT :****1. RAW MATERIALS AND COMPONENTS CONSUMED :**

Items	2017 - 18			2016 - 17		
	Qty (MT)	Value (₹ in Lakhs)	%	Qty (MT)	Value (₹ in Lakhs)	%
<b>INDIGENOUS :</b>						
Conductors	353.604 MT	776.04	20	134.719 MT	481.81	24
CRGO Steel & Lamination	249.073 MT	375.86	10	215.759 MT	338.32	17
Transformer Oil	1007.251KL	478.42	12	539.436KL	209.49	11
Others		1448.66	38		600.67	30
<b>Sub Total</b>	<b>1609.928</b>	<b>3078.98</b>	<b>80</b>	<b>889.914</b>	<b>1630.29</b>	<b>82</b>
<b>IMPORTED :</b>						
CRGO Steel	40.506 MT	49.04	1	65.147 MT	105.34	5
AMDT Core	483.541 MT	756.53	19	153.782 MT	260.47	13
<b>Sub Total</b>	<b>524.047 MT</b>	<b>805.57</b>	<b>20</b>	<b>218.929 MT</b>	<b>365.81</b>	<b>18</b>
<b>Total</b>	<b>2133.975</b>	<b>3884.55</b>	<b>100</b>	<b>1108.843</b>	<b>1996.10</b>	<b>100</b>

**2. PAYMENT TO AUDITORS: (Exclusive of Service Tax)****(₹ in Lakhs)**

SR No	Particulars	2017 - 18	2016 - 17
i.	Audit Fees (Statutory)	1.00	1.00
ii.	Limited Review Fees	0.55	0.45
iii.	Tax Audit Fees	0.30	0.25
iv.	In Other Capacity of Certification (etc)	0.30	0.30
v	Audit Fees (Cost Audit)	0.35	0.35
	<b>TOTAL</b>	<b>2.50</b>	<b>2.35</b>

**3. EARNING PER SHARE :****(₹ in Lakhs)**

SR No	Particulars	2017 - 18	2016 - 17
i.	Profit/(Loss) available to Equity Share Holders (Rs. In lakhs)	(278.38)	(283.04)
ii.	Weighted Average number of equity shares for Basic EPS in lakhs	73.95	63.06
iii.	Nominal Value of Equity Shares in Rs.	10.00	10.00
iv.	Basic Earning (Loss) Per Equity Shares (Rs)	(3.76)	(4.49)
v.	Dillutive Earning (Loss) Per Equity Shares (Rs) *	(3.76)	(4.49)

\* In view of loss the dillutive earning (Loss) per share is trated as anti dillutive

**4. CIF VALUE OF IMPORTS****(₹ in Lakhs)**

SR No	Particulars	2017 - 18	2016 - 17
i.	Raw Materials and Components	789.13	353.92

**5. EXPENDITURE IN FOREIGN CURRENCY (on accrual basis)****(₹ in Lakhs)**

SR No	Particulars	2017 - 18	2016 - 17
i.	Expenditure in Foreign Currency	NIL	NIL

**6 EARNING IN FOREIGN CURRENCY (on accrual basis)****(₹ in Lakhs)**

SR No	Particulars	2017 - 18	2016 - 17
i.	Export on FOB Basis (Direct)	NIL	NIL

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### 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.	Oricon Industries (P) Limited. Galaxy Medicare Limited
iii) Key Management Personnel	Dillip Kumar Das                      Managing Director Deepak Kumar Das                    Executive Director & CFO Debasis Das                             Executive Director Gopal Krishan Gupta                 Executive Director Debasish Dibyajyoti Deo             Company Secretary

#### b) Transactions with related parties

( ₹ in Lakhs )

SL.NO	Nature of Transaction	Subsidiary	Companies where Directors are interested	Key Managerial Person	Total
1	Share Allotment		114.18 (27.90)		114.18 (27.90)
2	Loan Taken	25.90 (26.30)	66.54 (60.00)		92.44 (86.30)
3	Sale of Good (Income)		1.88 (0.16)		1.88 (0.16)
4	Purchase of Raw materials (Expenses)		0.00 (0.86)		0.00 (0.86)
5	Remuneration Paid (Expenses)			47.12 (39.05)	47.12 (39.05)
6	Interest on Loan (Expenses)		2.42 (7.34)		2.42 (7.34)

[Amount shown in brackets reflects the previous year balance.]

### 8. CONTINGENT LIABILITIES & COMMITMENTS

( ₹ in Lakhs )

SR No	Particulars	2017 - 18	2016 - 17
<b>A.</b>	<b>Contigent Liabilities</b>		
i.	Un expired Letters of Credit	600.90	415.11
ii	Counter Guarantees given by Company for Bank Guarantees issued	642.51	620.61
iii	Claims against the Company not acknowledged as Debt		
	a) Income Tax	5.48	17.68
	b) Sales Tax (*)	18.84	28.70
	c) Entry Tax (#)	87.07	89.85
	d) Service Tax (@)	---	4.01
	<b>TOTAL</b>	<b>1354.80</b>	<b>1175.96</b>

\* Amount paid under protest against the demands amounting to Rs. 11.90 lakhs (Previous Year- Rs.19.91 lakhs) is shown under "Other Financial Assets" under Note No.8

# Amount paid under protest against the demands amounting to Rs. 3.50 lakhs (Previous year- Rs. 3.50lakhs) is shown under "Other Financial Assets " under Note no.8

@ Amount paid under protest against the demands amounting to Rs. NIL lakhs (Previous year- Rs.0.30 lakhs) is shown under "Other Financial Assets" under Note no.8

9. 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	4437.04	2449.95	58.07	—	4495.11	2449.95
Repairing/Service Charges	84.47	95.76	—	—	84.47	95.76
<b>Total</b>	<b>4521.51</b>	<b>2545.71</b>	<b>58.07</b>	<b>—</b>	<b>4579.58</b>	<b>2545.71</b>


**10. Disclosure relating to Leave Encashment - As per Actuarial Valuation on 31st March,2018**

a) Table Showing Changes in Present Value of Obligations :

Particulars	Current Year	Previous Year
Present value of obligation as at beginning of the year	4.85	3.82
Current Service cost	2.79	1.45
Interest cost	0.28	0.27
Actuarial gain/ loss on Obligation due to change in Financial assumption	(0.12)	0.18
Actuarial gain/ loss on Obligation due to Unexpected Experience	(0.04)	(0.55)
Curtailement cost	---	---
Settlement cost	---	---
Benefits Paid	2.35	(0.33)
Present value of obligation as at end of the year	5.41	4.85

b) Table Showing Reconciliation to Balance Sheet

Particulars	Current Year	Previous Year
Funded Status	(5.41)	(4.85)
Unrecognised Past Service Cost	---	---
Unrecognised Actuarial gain/loss at the of the period	---	---
Post Measurement Date Employer Contribution (Expected)	---	---
Unfunded Accrued /Prepaid Pension Cost	---	---
Fund Assets	---	---
Fund Liability	5.41	4.85

c) Table Showing Plan Assumptions

Particulars	Current Year	Previous Year
Discount Rate	7.70%	7.50%
Expected Return on Plan Assets	7.70%	N/A
Rate of Compensation Increase (Salary Inflation)	7.00%	7.00%
Pension Increase Rate	N/A	N/A
Average expected future service (Remaining working Life)	15	15
Mortality Table	IALM 2006-08	IALM 2006-08
Superannuation at age-Male	58	58
Superannuation at age-Female	58	58
Early Retirement & Disablement	1% P.A	1% P.A
Voluntary Retirement	Ignored	Ignored

d) Table Showing Expenses Recognized in Statement of Profit &amp; Loss :

Particulars	Current Year	Previous Year
Current Service Cost	2.79	1.45
Past Service Cost	---	---
Net Interest Cost	0.28	0.27
Cost (Loss)/(Gain) on settlement	---	---
Cost (Loss)/(Gain) on curtailment	---	---
Actuarial Gain/Loss	(0.16)	(0.37)
Employee Expected Contribution	---	---
Benefit Cost (Expense Recognised in Statement of Profit/loss)	2.92	1.36

e) Table Showing expected return on Plan Asset at the end of measurement period

Particulars	Current Year	Previous Year
Current Liability	1.58	1.97
Non-Current Liability	3.83	2.88
Net Liability	5.41	4.85

**11. Disclosure relating to Gratuity, as certified by Life Insurance Corporation of India, (Pension and Group Scheme Department) for the year ended 31st March, 2018 have been made as below:**

- In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees.
- 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.
- Annual premium payable to LIC amounting to Rs. 2.56 lakhs (Previous Year- Rs. 0.10 lakhs) have been shown under "Employee Benefit Expenses" in Schedule-24.

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iv) Disclosures as required by AS-15 (Revised) are made as per the details submitted by LIC which are given below :

**a) Changes in Present Value of Obligation**

Particulars	31-03-2018	31-03-2017
Present value of obligation as on last valuation	18.02	14.65
Current Service Cost	3.49	3.13
Interest Cost	1.36	1.06
Participant Contribution		
Plan Amendments: Vested portion at end of period (Past Service)	2.81	0.00
Plan Amendments: Non-Vested portion at end of period (Past Service)		
Actuarial gain/loss on obligations due to Change in Financial Assumption	(0.57)	0.98
Actuarial gain/loss on obligations due to Change in Demographic assumption	---	---
Actuarial gain/loss on obligations due to Unexpected Experience	(0.31)	(0.73)
Actuarial gain/loss on obligations due to Other reason		
The effect of change in Foreign exchange rates		
Benefits Paid	0.85	1.07
Acquisition Adjustment		
Disposal/Transfer of Obligation		
Curtailment Cost		
Settlement Cost		
Other(Unsettled Liability at the end of the valuation date)		
Present value of obligation as on valuation date	23.96	18.02

**b) Changes in Fair Value of Plan Assets**

Particulars	31-03-2018	31-03-2017
Fair value of Plan Assets at Beginning of period	17.05	14.59
Interest Income	1.31	1.09
Employer Contributions	2.25	2.31
Participant Contributions		
Acquisition/Business Combination		
Settlement Cost		
Benefits Paid	0.85	1.07
The effect of asset ceiling		
The effect of change in Foreign Exchange Rates		
Administrative Expenses and Insurance Premium		
Return on Plan Assets excluding Interest Income	0.14	0.13
Fair value of Plan Assets at End of measurement period	19.91	17.05

**c) Table Showing Reconciliation to Balance Sheet**

Particulars	31-03-2018	31-03-2017
Funded Status	(4.05)	(0.97)
Unrecognized Past Service Cost		
Unrecognized Actuarial gain/loss at end of the period		
Post Measurement Date Employer Contribution(Expected)		
Unfunded Accrued/Prepaid Pension cost		
Fund Asset	19.91	17.05
Fund Liability	23.96	18.02

**ALFA TRANSFORMERS LIMITED****d) Table Showing Plan Assumptions**

Particulars	31-03-2018	31-03-2017
Discount Rate	7.70%	7.50%
Expected Return on Plan Asset	7.70%	7.50%
Rate of Compensation Increase(Salary Inflation)	7.00%	7.00%
Pension Increase Rate	N/A	N/A
Average expected future service (Remaining working Life)	21	21
Mortality Table	IALM 2006-2008	IALM 2006-2008
Superannuation at age-Male	58	58
Superannuation at age-Female	58	58
Early Retirement & Disablement (All Causes Combined)	1%	1%

**e) Expenses Recognised in statement of Profit/Loss**

Particulars	31-03-2018	31-03-2017
Current Service Cost	3.49	3.13
Past Service Cost(vested)	2.81	0.00
Past Service Cost(Non-Vested)		
Net Interest Cost	0.04	(0.04)
Cost(Loss/(Gain) on settlement		
Cost(Loss/(Gain) on curtailment		
Actuarial Gain loss Applicable only for last year		
Employee Expected Contribution		
Net Effect of changes in Foreign Exchange Rates		
Benefit Cost(Expense Recognized in Statement of Profit/loss)	9.35	3.09

**f) Other Comprehensive Income**

Particulars	31-03-2018	31-03-2017
Actuarial gain/loss on obligations due to Change in Financial Assumption	0.57	0.98
Actuarial gain/loss on obligations due to Change in Demographic assumption	---	---
Actuarial gain/loss on obligations due to Unexpected Experience	(0.31)	(0.73)
Actuarial gain/loss on obligations due to Other reason		
Total Actuarial (gain)/losses	(0.88)	0.25
Return on Plan Asset, Excluding Interest Income	0.14	0.13
The effect of asset ceiling		
Balance at the end of the Period	(1.02)	0.13
Net(Income)/Expense for the Period Recognized in OCI	(1.02)	0.13

**g) Table Showing expected return on Plan Asset at the Measurement Period**

Particulars	31-03-2018	31-03-2017
Current liability	0.27	0.27
Non-Current Liability	23.68	17.75
Net Liability	23.96	18.02

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

13. Operating Cycle is considered to be twelve months period.

14. 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 PAMS & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REG. NO-316079E

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

SATYAJIT MISHRA  
PARTNER  
Membership No.057293

DEBASISH DIBYAJYOTI DEO  
COMPANY SECRETARY

BHUBANESWAR  
DATED : 29th May 2018

**INDEPENDENT AUDITORS' REPORT**

**To the Members of  
ALFA TRANSFORMERS LIMITED**

**Report on the Consolidated Financial Statements**

We have audited the accompanying Ind AS 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 refer to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss, including the consolidated statement of Other Comprehensive Income, the consolidated Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Holding 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 Ind AS consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including consolidated other comprehensive income, consolidated cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended .

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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS consolidated 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 Ind AS consolidated 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. and the Order issued under section 143(11) of the Act.

We conducted our audit of the Ind AS consolidated financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS consolidated 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 Ind AS 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 accounting policies used and the reasonableness of the accounting estimates made by the holding Company's Directors, as well as evaluating the overall presentation of the Ind AS consolidated 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 Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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 state of affairs of the Company as at 31st March, 2018, and its consolidated profit and including consolidated other comprehensive income, its consolidated cash flows and the changes for the year ended on that date.

### **EMPHASIS OF MATTER :**

We draw attention to the following matters on the financial statement :

Since the party conformation from Sundry Debtors like MGVCL & PGVCL etc. is yet to be received as on 31.03.2018, the Debtors balances have been considered as per the figures appearing in the books of accounts of the Company.

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

1. 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 purpose of our audit of the aforesaid consolidated financial statements.
  - 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 consolidated Balance Sheet, the consolidated Statement of Profit and Loss including the statement of consolidated Other Comprehensive income, the consolidated Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the aforesaid Ind AS 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, Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of written representations received from the directors of the holding company as on March 31, 2018 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, Incorporation in India is disqualified as on March 31, 2018 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 Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.

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- 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 has disclosed the impact of pending litigations on its financial position in its consolidated financial statements. Para no-8 of Note-28
  - ii. The Group Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary Company.

### **Other Matters**

We did not audit the financial statement of the subsidiary whose financial statements reflect total assets of Rs 27.48 Lakhs as at 31st March, 2018, total revenue of Rs 0.09Lakhs, net loss of Rs 0.31Lakhs and net cash flows amounting to Rs. 0.27 Lakhs for the year ended, as considered in the consolidated financial statement. The financial statements of the subsidiary have been audited by other auditors whose report have furnished to us by the management, and our opinion on the consolidated financial statements in so far as it related to the amount and disclosures include in respect of the subsidiary and our report in term of sub section (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 auditors.

Bhubaneswar

Date : 29th May, 2018

**For PAMS & Associates,  
Chartered Accountants  
Sd/-  
Satyajit Mishra  
Membership No. 057293  
Firm Registration No. 316079E (ICAI)**



## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

**“Annexure A”** to the Independent Auditor's Report of even date on the consolidated Financial Statements of **ALFA TRANSFORMERS LIMITED Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statement of the company as of and for the year ended March 31, 2018.

We have audited the internal financial controls over financial reporting of **ALFA TRANSFORMERS LIMITED (“the Company”)** as of March 31, 2018 in conjunction with our audit of the lone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the holding company which are companies incorporated in India are responsible for establishing 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 Companies Act, 2013.

### Auditors' 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated 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 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 March 31, 2018, 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”.

Bhubaneswar

Date : 29th May, 2018

For PAMS & Associates,  
Chartered Accountants  
Sd/-

Satyajit Mishra  
Membership No. 057293  
Firm Registration No. 316079E (ICAI)

**Annual Report 2018**  
**CONSOLIDATED FINANCIAL STATEMENTS**

**CONSOLIDATED BALANCE SHEET AS AT 31st March, 2018**

(₹ in Lakhs)

Particulars	Note No.	As at 31st March 2018		As at 31st March 2017	
<b>I. ASSETS</b>					
<b>1 Non-Current Assets</b>					
a) Property, Plant and Equipments	1	3092.17		3170.28	
b) Capital Work-in-Progress		2.90		1.90	
c) Investment Property		4.42		4.86	
d) Intangible Assets		3.66		0.26	
<b>e) Financial Assets</b>					
(i) Investments	2	0.65		0.65	
(ii) Trade receivable		---		---	
(iv) Loans		---		---	
(v) Other Financial Assets		---		---	
f) Other Non-Current Assets	3	47.39		33.01	
			3151.19		3210.96
<b>2 Current assets</b>					
(a) Inventories	4	1255.58		1046.53	
<b>(b) Financial Assets</b>					
(i) Investments		---		---	
(ii) Trade Receivables	5	1778.48		592.68	
(iii) Cash and Cash equivalents	6	4.39		7.50	
(iv) Other Bank Balances	7	255.02		228.92	
(v) Loans		---		---	
(vi) Other Financial Assets	8	55.47		50.54	
(c) Current Tax Assets (Net)		---		---	
(d) Other Current Assets	9	83.90		55.65	
			3432.84		1981.82
<b>TOTAL ASSETS</b>			<b>6584.03</b>		<b>5192.78</b>
<b>II. EQUITY AND LIABILITIES</b>					
<b>1 Equity</b>					
(a) Equity Share Capital	10	739.50		630.56	
(b) Other Equity	11	2724.16		2866.43	
			3463.66		3496.99
<b>2 Non-Current Liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Borrowings	12	45.30		56.49	
(ii) Trade Payables					
(iii) Other Financial Liabilities					
<b>(b) Provisions</b>					
(c) Deferred Tax Liabilities (Net)	13	40.03		32.85	
(d) Other Non-Current Liabilities	14	112.89		112.89	
		---		---	
			198.22		202.23
<b>3 Current Liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Borrowings	15	726.64		879.65	
(ii) Trade Payables	16	2048.05		494.93	
(iii) Other Financial Liabilities	17	79.75		59.14	
<b>(b) Other Current Liabilities</b>					
(c) Provisions	18	60.66		57.87	
(d) Current Tax Liabilities (Net)	19	7.05		1.97	
		---		---	
			2922.15		1493.56
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>6584.03</b>		<b>5192.78</b>
SIGNIFICANT ACCOUNTING POLICIES	27				
ADDITIONAL NOTES ON ACCOUNTS	28				

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 PAMS & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REG. NO-316079E

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

SATYAJIT MISHRA  
PARTNER  
Membership No.057293  
BHUBANESWAR  
DATED : 29th May 2018

DEBASISH DIBYAJYOTI DEO  
COMPANY SECRETARY



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

(₹ in Lakhs)

Particulars	Note No.	For the year ended 31st March,2018	For the year ended 31st March,2017
I. Revenue from Operations	20	4696.52	2874.41
II. Other Income	21	17.37	27.29
III. <b>Total Income (I + II)</b>		<b>4713.89</b>	<b>2901.70</b>
IV. <b>EXPENDITURE :</b>			
Cost of Materials Consumed	22	3884.55	1996.10
Changes in Inventories of Finished Goods Work-in-Progress	23	(73.38)	31.89
Employee benefits expense	24	258.35	189.68
Excise Duty on Sale of Goods		82.53	309.11
Finance Costs	25	196.60	196.75
Depreciation and Amortization expense		115.41	118.91
Other Expenses	26	526.96	342.38
<b>Total Expenses</b>		<b>4991.02</b>	<b>3184.82</b>
V. <b>Profit/(Loss) Before Exceptional Items and Tax (III-IV)</b>		(277.13)	(283.12)
VI. Exceptional Items		—	—
VII. <b>Profit/(Loss) Before Tax (V- VI)</b>		(277.13)	(283.12)
VIII. <b>Tax Expenses :</b>			
(1) Current Tax		---	---
(2) Income Tax earlier year		(0.53)	(0.19)
		---	---
IX <b>Profit/(Loss) for the period (VII-VIII)</b>		<b>(277.66)</b>	<b>(283.31)</b>
X. <b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		(1.02)	0.11
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
XI <b>Total Comprehensive Income for the year (IX+X)</b>		<b>(278.68)</b>	<b>(283.20)</b>
XII <b>Earning per equity share (for continuing operation)</b>			
(1) Basic (in ₹)		(3.77)	(4.49)
(2) Diluted			
SIGNIFICANT ACCOUNTING POLICIES	27		
ADDITIONAL NOTES ON ACCOUNTS	28		

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 PAMS & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REG. NO-316079EDILLIP KUMAR DAS  
MANAGING DIRECTORDEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFOSATYAJIT MISHRA  
PARTNER  
Membership No.057293  
BHUBANESWAR  
DATED : 29th May 2018DEBASISH DIBYAJYOTI DEO  
COMPANY SECRETARY

**Annual Report 2018**  
CONSOLIDATED FINANCIAL STATEMENTS

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**

(₹ in Lakhs)

PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before taxes	(278.38)	(283.20)
Add :		
Depreciation, amortisation and impairment of assets	115.41	118.91
Bad Debts Written off/Provisions & Liquidated Damages etc.	133.40	61.32
Written off of Discarded Assets	---	2.30
Long Term Provisions	15.02	1.84
	<b>(14.85)</b>	<b>(98.83)</b>
<b>Less :</b>		
Interest Income	16.22	15.69
Dividend Income	---	0.04
Balances written back	10.26	1.88
	<b>26.48</b>	<b>17.61</b>
Operating Profit / (Loss) before Working Capital Changes	(41.33)	(116.39)
Adjustment for changes in Working Capital :		
(Increase) / Decrease in Inventories	(209.05)	(31.90)
(Increase) / Decrease in Sundry Debtors/Receivables	(1319.18)	(142.74)
(Increase) / Decrease in Other Financial Assets	(4.93)	3.17
(Increase) / Decrease in Other Current Assets	(28.25)	(15.31)
Increase / (Decrease) in Short Term Borrowings	(153.02)	27.74
Increase / (Decrease) in Trade Payables	1563.38	49.78
Increase / (Decrease) in Short Term Financial Liability	22.06	3.42
Increase / (Decrease) in Other Current Liability	2.80	(8.91)
Increase / (Decrease) in Short Term Provision	4.97	0.41
<b>Cash (used in)/generated from operating activities before taxes</b>	<b>(162.55)</b>	<b>(230.78)</b>
Direct taxes paid (Net of refunds/adjustments)	10.83	(3.53)
<b>Net Cash (used in)/ generated from operating activities</b>	<b>(151.72)</b>	<b>(234.31)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets/Capital Work-In-Progress	(41.23)	(17.77)
Increase/(Decrease) in Fixed Deposits	(26.10)	6.44
Increase/(Decrease) in Other Non Current Asset	(19.27)	---
Dividend Income	---	0.04
Interest Received	16.31	15.78
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(70.29)</b>	<b>4.49</b>



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

(₹ in Lakhs)

PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Secured Borrowings	(11.19)	---
Increase in Share Capital	245.37	243.75
Decrease in Long Term Advances	(13.83)	(8.39)
(Decrease) in Unpaid Dividend Account	(1.45)	(1.84)
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>218.90</b>	<b>233.52</b>
Net Increase in cash and cash equivalents(A+B+C)	(3.11)	3.70
Cash and cash equivalents at the beginning of the year	7.50	3.80
<b>CASH &amp; CASH EQUIVALENTS at the end of the year</b>	<b>4.39</b>	<b>7.50</b>
Note : Cash and Cash equivalents include :		
-- Cash	1.58	0.35
-- Balance with Schedule Banks	2.85	7.15
	<b>4.39</b>	<b>7.50</b>

**Note :**

- All figures in brackets are outflow of cash.
- Cash flow statement has been prepared under the indirect method as set out in INDAs-7 issued by the Institute of Chartered Accountants of India.
- Previous year figures regrouped/recast where ever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD

FOR PAMS & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 FIRM REG. NO-316079E

DILLIP KUMAR DAS  
 MANAGING DIRECTOR

DEEPAK KUMAR DAS  
 DIRECTOR (FINANCE) & CFO

SATYAJIT MISHRA  
 PARTNER  
 Membership No.057293

DEBASISH DIBYAJYOTI DEO  
 COMPANY SECRETARY

BHUBANESWAR  
 DATED : 29th May 2018

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**CONSOLIDATED FINANCIAL STATEMENTS**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2018**

**1. FIXED ASSETS :**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>a) PROPERTY, PLANT &amp; EQUIPMENTS</b>		
<b>i) Land</b>		
Opening WDV Balance	1146.16	1162.12
Add : Addition during the period	---	---
Less : Depreciation during the period	15.95	15.95
Closing WDV Balance	1130.21	1146.16
<b>ii) Plant &amp; Equipments</b>		
Opening WDV Balance	2024.14	2110.15
Add : Addition during the period	36.49	15.88
Less : Discposal/ Adjustments	---	2.30
Less : Depreciation during the period	98.67	99.59
Closing WDV Balance	1961.96	2024.14
<b>b) CAPITAL WORK IN PROGRESS</b>		
Opening WDV Balance	1.90	---
Add : Addition during the period	2.90	1.90
Less : Discposal/ Adjustment	1.90	---
Closing WDV Balance	2.90	1.90
<b>c) INVESTMENT PROPERTY</b>		
Opening WDV Balance	4.86	5.34
Add : Addition during the period	---	---
Less : Depreciation during the period	0.44	0.48
Closing WDV Balance	4.42	4.86
<b>d) INTANGIBLE ASSETS</b>		
Opening WDV Balance	0.26	3.15
Add : Addition during the period	3.74	---
Less : Depreciation during the period	0.34	2.89
Closing WDV Balance	3.66	0.26
<b>TOTAL FIXED ASSETS</b>		
Opening WDV Balance	3177.33	3280.76
Add : Addition during the period	43.13	17.77
Less : Discposal/ Adjustment	1.90	2.30
Less : Depreciation during the period	115.41	118.91
Closing WDV Balance	3103.15	3177.33

**2. NON-CURRENT INVESTMENTS (Valued at Cost)**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<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>		
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>Total</b>	<b>0.65</b>	<b>0.65</b>



**3. OTHER NON-CURRENT ASSETS**  
(Un secured and Considered Good)

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
Advance Income Tax/refundable (Net of Provision)	4.16	14.99
Gratuity Fund With LIC	23.96	18.02
Deferred Revenue Expenditure	19.27	---
<b>Total</b>	<b>47.39</b>	<b>33.01</b>

**4. INVENTORIES (\*)**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
Indigenous Raw materials & Components	552.81	374.36
Imported Raw materials & Components	75.89	58.18
Semi-finished goods	330.46	398.92
Finished goods	296.42	154.58
Raw-Materials in Transit	---	60.49
<b>Total</b>	<b>1255.58</b>	<b>1046.53</b>

(\*) As certified by the Management and Valued as per Accounting Policy Note No. 27 (2.13)

**5. TRADE RECEIVABLES**

(₹ in Lakhs)

(Un secured and Considered Good)

Particulars	As at 31st March 2018	As at 31st March 2017
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured - Considered Good	160.82	52.58
- Considered Doubtful	---	9.32
	160.82	61.90
Less: Provision for doubtful debts	---	9.32
	160.82	52.58
Trade receivables outstanding for a period less than six months from the date they are due for payment		
-- Considered Good	1617.66	540.10
	1617.66	540.10
<b>Total</b>	<b>1778.48</b>	<b>592.68</b>

**6. CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
a) Balances with banks		
-- In Current Account	2.81	7.15
b) Cash on hand	1.58	0.35
<b>Total</b>	<b>4.39</b>	<b>7.50</b>

**7. OTHER BANK BALANCES**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
a) In Deposits Account (#)	255.02	227.47
b) In earmarked Account		
- Unpaid dividend account	---	1.45
<b>Total</b>	<b>255.02</b>	<b>228.92</b>

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

Bank Guarantees :

Maturing within 3 Months	10.19	---
Maturing within 3 and 12 Months	236.53	182.17
Maturity period more than 12 Months	8.30	44.01

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**CONSOLIDATED FINANCIAL STATEMENTS**

**8. OTHER FINANCIAL ASSETS**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
National Savings Certificates	0.02	0.02
<b>Security Deposits</b>	<b>23.49</b>	<b>18.03</b>
<b>Sales Tax &amp; Entry Tax Deposits</b>	<b>23.80</b>	<b>23.80</b>
Interest accrued on Term Deposits	5.72	5.84
Earnest Money and Security Deposits	2.44	2.44
Deposit with Sales Tax Authority	---	0.41
<b>Total</b>	<b>55.47</b>	<b>50.54</b>

**9. OTHER CURRENT ASSETS**

(₹ in Lakhs)

(Unsecured and Considered Good)

Particulars	As at 31st March 2018	As at 31st March 2017
Advance to suppliers and staff *	21.40	14.60
Deposit with GST Authorities	25.03	13.10
Prepaid Expenses	37.47	27.95
<b>Total</b>	<b>83.90</b>	<b>55.65</b>
* Includes :		
a) Loans and Advances due by Directors or other officers of the Company	---	---
b) Loans and Advances due by private companies in which a director is a member	---	---

**10. SHARE CAPITAL**

(₹ in Lakhs)

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares in lakhs	Amount	No. of Shares in lakhs	Amount
<b>a) Share Capital</b>				
<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 of Rs. 10/- each fully paid up	73.95	739.50	63.06	630.56
<b>b) Share Warrants</b>				
Money received against share warrants	---	27.64	---	35.72

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

Particulars	As at 31st March 2018		As at 31st March 2017	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Shares outstanding at the beginning of the year	6305588	63055880	5360000	53600000
Share Issued during the year	1089412	10894120	945588	9455880
Shares brought back during the year	---	---	---	---
Shares outstanding at the end of the year	7395000	73950000	6305588	63055880

**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 2018		As at 31st March 2017	
	No. of Shares in lakhs	% held	No. of Shares in lakhs	% held
Dillip Kumar Das	11.63	15.73%	10.62	16.85%
Industrial Designs & Services Private Limited	6.81	9.21%	6.81	10.80%
Gopal Krishan Gupta	10.73	14.51%	6.30	10.00%
Galaxy Medicare Limited	6.39	8.65%	5.39	8.55%
Oricon Industries Private Limited	8.22	11.11%	3.87	6.14%
K Shiva Kumar	3.36		3.33	5.27%


**11. OTHER EQUITY**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>a. Capital Reserves</b>		
State Investment Subsidy		
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	1097.17	983.70
Add : Current Year Transfer	144.50	113.47
Less : Written Back in Current Year	---	---
Closing Balance	1241.67	1097.17
<b>c. General Reserve</b>		
Opening Balance as per Last Balance Sheet	685.22	608.96
Add : Transferred from Revaluation Reserve	77.54	76.26
Closing Balance	757.76	685.22
<b>d. Revaluation Reserve</b>		
Opening Balance as per Last Balance Sheet	1947.60	62.75
Less : Transferred to General Reserve	(72.54)	(76.26)
Add : Revaluation of Fixed Assets during the year (Refer Note No.26 Para No. 9)	---	1961.11
Closing Balance	1875.06	1947.60
<b>e. Advance Warrant Money</b>		
Opening Balance as per Last Balance Sheet	35.72	---
Add : Received During the Year	245.37	35.72
Less : Allotted during the year	(253.44)	---
Closing Balance	27.64	35.72
<b>f. Other Compressive Income</b>		
Opening Balance as per Last Balance Sheet	0.11	---
Add : Current Year Transfer	(1.02)	0.11
Less : Current Year Transfer	---	---
Closing Balance	(0.91)	0.11
<b>f. Profit and Loss Account</b>		
Opening Balance as per Last Balance Sheet	(909.32)	(626.00)
Less : Profit/( Loss) for the year	(277.66)	(283.31)
Closing Balance	(1186.98)	(909.31)
<b>Total</b>	<b>2724.16</b>	<b>2866.43</b>

**12. BORRWINGS**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>SECURED LOAN</b>		
a. Term Loan		
From Axis Bank Limited	45.30	56.40
b. Vehicle Loan		
From Kotak Mahindra Bank	---	0.09
<b>Total</b>	<b>45.30</b>	<b>56.49</b>

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

Particulars	Term Loan Axis Bank Ltd	Kotak Mahindra Bank Vehicle Loan
Period of maturity with reference to Balance Sheet date	47 Months	2 Months
Number of Instalments outstanding as at 31st March, 2018	47	2
Outstanding amount of Instalments as at 31st March, 2018	56.40	0.08
Rate of Interest	13.45%	10.60%

**The Term Loan availed from Axis Bank Limited is secured by :**
**Primary Security : NIL**
**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.

**Guaranteee :**

- Personal Guarantees given by three Directors including Managing Director.

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**13. PROVISIONS- NON-CURRENT**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
(a) Provision for Employee benefits		
Gratuity (Non-funded) *	12.24	11.95
Gratuity (Funded)	23.96	18.02
Leave Encashment (Non-Funded)	3.83	2.88
<b>Total</b>	<b>40.03</b>	<b>32.85</b>

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

**14. DEFERRED TAX LIABILITY (Net)**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
I. Deferred Tax Liability :		
Related to Fixed Assets	(215.85)	(224.48)
	(215.85)	(224.48)
II. Deferred Tax Assets :		
a) Timing Difference for various items restricted on the basis of payment	8.27	15.66
b) Unabsorbed Depreciation/ Business Loss (Restricted)*	94.69	95.93
c) Total Deferred Tax Assets (a+b)	102.96	111.59
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 on Depreciation / losses carried forward to Deferred Tax Liability figure making Deferred Tax element recognition at NIL during the year.

**15. BORROWINGS-CURRENT**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
<b>SECURED LOAN</b>		
a. Working Capital Loan		
From State Bank of India	469.62	489.81
From Axis Bank Limited	257.02	341.68
	726.64	831.49
<b>UN-SECURED LOAN</b>		
Loan From Oricon Industries Limited	---	48.16
<b>Total</b>	<b>726.64</b>	<b>879.65</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.

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 Eutable 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.

<b>Disclosure :</b>		
<b>Particulars</b>	<b>State Bank of India Cash Credit</b>	<b>Axis Bank Ltd Cash Credit</b>
Period of maturity with reference to Balance Sheet date	Renewal every year	Renewal every year
Outstanding amount as at 31st March, 2018	469.62	257.02
Rate of Interest	Base Rate Plus 5.25%	Base Rate Plus 4.25%
Overdue amount and Period	Nil	Nil

**16. TRADE PAYABLE**

(₹ in Lakhs)

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
a) Trade Payables	2001.33	465.59
b) Others	46.72	29.34
<b>Total</b>	<b>2048.05</b>	<b>494.93</b>

Trade Payables includes Rs.474.78 lakhs (Previous Year-Rs.62.76 lakhs) due to Micro, Small and Medium Enterprises based on available information with the Company details of which are as follows :

(₹ in Lakhs)

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
Principal amount due and remaining unpaid	474.78	62.76
Interest due on above and the unpaid interest	6.49	1.76
Interest paid during the year	--	--
Payment made beyond the appointed day during the year	--	--
Interest due and payable for the period of delay	6.49	1.76
Interest accrued and remaining unpaid	6.49	1.76
Amount of further interest remaining due and payable in succeeding years.	---	---

**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.

**17. OTHER FINANCIAL LIABILITIES**

(₹ in Lakhs)

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
(a) Current maturities of long-term debt *	11.84	10.38
(b) Unpaid dividends	---	1.45
(c) Creditors for Capital Goods	3.29	3.00
(d) Other Liabilities		
i. Liabilities for Expenses	26.63	16.97
ii. Payable to employees	37.99	27.34
<b>Total</b>	<b>79.75</b>	<b>59.14</b>

\* Details of Current Maturities of Long Term Debt :

a. Term Loans		
From Axis Bank Limited	11.75	9.90
b. Vehicle Loan from Bank		
From Kotak Mahindra Bank	0.08	0.48
	11.84	10.38

**18. OTHER CURRENT LIABILITIES**

(₹ in Lakhs)

<b>Particulars</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
-- Other Liabilities		
i. Advance from Customers	53.63	24.76
ii. Statutory Liabilities	7.03	33.11
<b>Total</b>	<b>60.66</b>	<b>57.87</b>

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**19. PROVISIONS-CURRENT**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017
Provision for employee benefits		
Leave Encashment (Non-Funded)	1.58	1.97
Group Gratuity with LIC	5.47	---
<b>Total</b>	<b>7.05</b>	<b>1.97</b>

**20. REVENUE FROM OPERATION :**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Sale of products		
-- Sales (Domestic)	4519.57	2759.06
-- Sales (Export)	58.07	---
Sale of services		
-- Repairing Services	84.47	95.76
Other operating revenues	34.41	19.59
<b>Total</b>	<b>4696.52</b>	<b>2874.41</b>

**21. OTHER INCOME :**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest Income	16.31	15.78
Foreign Exchange Fluctuations (Net)	1.06	11.46
Profit on Sale of Assets (Net)	---	0.05
<b>Total</b>	<b>17.37</b>	<b>27.29</b>

**22. COST OF MATERIALS CONSUMED :**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Indigenous:-		
-- Opening Stock	374.36	369.07
-- Purchases	3257.45	1638.21
	3631.81	2007.28
-- Closing Stock	552.81	374.36
<b>Sub Total-A</b>	<b>3079.00</b>	<b>1632.92</b>
Imported: -		
-- Opening Stock	58.18	57.13
-- Purchases	823.27	364.23
	881.45	421.36
-- Closing Stock	75.89	58.18
<b>Sub Total-B</b>	<b>805.55</b>	<b>363.18</b>
<b>Total (A+B)</b>	<b>3884.55</b>	<b>1996.10</b>

**23. CHANGE IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-PROCESS :**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Opening Stocks:		
-- Finished Goods	154.58	328.28
-- Stock-in- Process	398.92	257.11
	553.50	585.39
Less : Closing Stocks		
-- Finished Goods	296.42	154.58
-- Stock-in- Process	330.46	398.92
	626.88	553.50
(Accretion) / Depletion of Stocks	(73.38)	31.89

**24. EMPLOYEE BENEFITS EXPENSES**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Salaries, Wages and Incentives	219.98	167.57
Contributions to Provident Fund, E.S.I, Gratuity Fund and Annuity Fund	37.33	21.38
Staff welfare expenses	1.04	0.73
<b>Total</b>	<b>258.35</b>	<b>189.68</b>


**25. FINANCE COSTS**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest expenses		
Interest on Term Loans & Unsecured Loans	22.91	18.03
Interest on Working Capital Loans	91.62	110.82
Interest -Others	28.98	36.62
Other borrowing costs		
LC & BG Commission	41.42	24.12
Processing Charges	8.47	3.38
Bank Charges	3.20	3.73
<b>Total</b>	<b>196.60</b>	<b>196.75</b>

**26. OTHER EXPENSES**

(₹ in Lakhs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
<b>A MANUFACTURING EXPENSES</b>		
1 Job Work Charges	123.31	85.38
2 Power & Fuel	56.63	42.62
3 Testing Expenses	2.15	11.84
4 Factory & Machine Rent	---	2.00
5 Excise Duty on increase/(decrease) of stock	(17.08)	(18.72)
<b>Total - A</b>	<b>165.01</b>	<b>123.12</b>
<b>B REPAIRS AND MAINTENANCE</b>		
1 Repairs to machinery	25.81	6.25
2 Repairs to Building	2.74	3.30
3 Repairs to Vehicles	5.11	4.94
4 Repairs to Others	2.19	1.09
<b>Total - B</b>	<b>35.85</b>	<b>15.58</b>
<b>C SELLING AND DISTRIBUTION EXPENSES</b>		
1 Selling Expenses	26.01	9.36
2 Sales Commission	10.62	8.21
3 Carriage Outward	55.80	23.18
4 Taxes and Duties	4.81	19.25
5 Bad Debts Written off	8.99	15.02
6 Penalty Deductions/Liquidated Damages	124.39	36.99
7 Provision for Doubtful Debts	---	9.32
<b>Total - C</b>	<b>230.62</b>	<b>121.33</b>
<b>D ADMINISTRATIVE EXPENSES</b>		
1 Travelling Expenses	17.94	15.13
2 Printing & Stationery	3.62	2.65
3 Insurance Charges	4.08	5.13
4 Advertisement Expenses	1.99	0.52
5 Postage and Telephone Charges	3.56	3.93
6 Auditors Remuneration	2.56	2.41
7 Fees and Subscription	10.26	16.73
8 Legal & Professional Fees	23.45	12.94
9 Security Service Charges	15.10	13.66
10 Rent	2.59	2.87
11 General Expenses	3.93	4.81
12 Books and Periodicals	0.05	0.05
13 Meeting Expenses	1.71	1.19
14 Registrar's Fees	0.13	0.31
<b>Total I - D</b>	<b>90.97</b>	<b>82.33</b>
<b>E OTHER EXPENSES</b>		
1 Advances Written off	0.56	0.21
2 Deferred Revenue Expenditure Written off	3.87	---
3 Prior Year Adjustment (Net)	0.08	(0.19)
<b>Total - E</b>	<b>4.51</b>	<b>0.02</b>
<b>Total</b>	<b>526.96</b>	<b>342.38</b>

## **NOTE NO- 27 : SIGNIFICANT ACCOUNTING POLICIES**

### **Notes to Financial Statements:**

Alfa Transformers Limited have adopted Ind-AS (the converged IFRS) with effect from April 1, 2017 pursuant to notification issued by Ministry of Corporate Affairs (MCA) notifying Companies (Indian Accounting Standard) Rules, 2015 along with the subsequent clarification and amendment by MCA. The Company has assessed the effect of transition on reported reserves and surplus as on April 1, 2016 (the transition date) and the significant areas impacting the financial statements are;

- Availing fair value as deemed cost exemption for Property, Plant and Equipment.
- Availing carrying cost of previous GAAP as deemed cost for Investment property and Intangible Assets.
- Deferred tax impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP).
- Other non-significant adjustments includes; fair value of financial assets. Besides, there will be change in presentation of financial statements with additional disclosures.

### **Statement of Compliance:**

#### **1. Basis of accounting and preparation of Standalone Financial Statements:**

##### **Basis of accounting**

- i) These financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and accounting principles generally accepted in India.
- ii) These financial statements are the first financial statements prepared in accordance with Indian Accounting Standards (Ind AS). For all periods upto and including the year ended March 31, 2017, the Company reported its Financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'IGAAP'). The Financial statements for the year ended March 31, 2017 and the opening Balance Sheet as at April 1, 2016 have been restated in accordance with Ind AS for comparative information.

##### **ii) Functional and Presentation Currency**

These financial statements are presented in Indian rupees, which is the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest lakh, except otherwise indicated.

##### **iii) Use of Estimates and Judgements**

The preparation of the Financial Statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialize. Estimates and underlying assumptions are reviewed on an ongoing basis. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the accounting policies.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date on such basis as provided under Ind AS 113.

- iv) All assets and liabilities have been classified as current or non-current in accordance with the operating cycle criteria set out in Ind AS 1 and Schedule III to the Companies Act, 2013.

#### **2. Significant accounting policies**

##### **2.1. Property, Plant and Equipment & Depreciation :**

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price including import duties and non-refundable purchase taxes or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and finance costs if any. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Assets in the course of construction are initially kept under assets under construction and capitalized when the assets is available for use as intended by the management.

- (i) Cost of day-to-day servicing of property, plant and equipments are recognised in the Statement of Profit and Loss as incurred. Major overhaul expenditure is capitalized as the activities undertaken to improve the economic benefits expected to arise from the asset. Where an asset or part of an asset that was separately depreciated is replaced and it is probable that future economic benefits associated with the item will flow to the Company, the expenditure is capitalized and the carrying amount of the replaced asset is derecognized. Inspection costs associated with major maintenance programs are capitalized and amortized over the period to the next inspection.





- (ii) Depreciation on property, plant and equipments (Other than revalued assets) is provided on Straight Line Method in accordance with the rates specified under Schedule II to the Companies Act, 2013.
- (iii) Other property, plant and equipment are depreciated based on useful life of the asset under "Straight Line Method" in the manner specified in Schedule II to the Companies Act., 2013. When any part of an item of property, plant and equipment, have different useful lives and cost is significant in relation to the total cost of the asset, they are accounted for and depreciated separately. Depreciation on additions / deletions during the year is provided on pro rata basis with reference to the date of additions / deletions except low value items not exceeding Rs. 5,000 which are fully depreciated at the time of addition. The typical useful lives of other property, plant and equipment (major items) are as follows:

Plant & Machinery	05 to 40 years
Testing Equipment	10 to 25 years
Material Handling Equipment	25 to 40 years
Electrical Installation	10 to 30 years
Auxiliary Equipment	25 to 40 years
Factory Building	50 to 70 years
Office Equipment	03 to 15 years
Furniture & Fixtures	5 to 20 years

- (iv) For these classes of assets, based on technical evaluation carried out by external technical experts, the Company believes that the useful lives as given above best represent the period over which Company expects to use these assets.
- (v) 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.
- (vi) An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the income statement in the period in which the item is derecognized. Any Tangible asset, when determined of no further use, is deleted from the Gross Block of assets. The deleted assets are carried as 'Assets awaiting disposal' under Inventories at lower of `1000 or 5% of the original cost and the balance Written down Value, is charged off.
- (vii) Physical verification of the fixed assets is carried out by the Company in a phased manner to cover all the items over a period of three years. The discrepancies, if any, noticed are accounted for after reconciliation of the same.
- (viii) Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

#### Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

#### 2.2 Intangible assets

Costs of intangible assets are capitalized when the asset is ready for its intended use. Intangible assets include expenditure on computer software and technical Knowhow are stated at the amount initially recognized less accumulated amortization and accumulated impairment losses.

Cost of computer software is amortized over the useful life not exceeding 10 years from the date of capitalization.;

Any intangible asset, when determined of no further use, is written off.

#### 2.3 Research and Development Expenditure:

Testing and material expense for Research and Development to be amortised within the use full life of that particular transformers as follows:

If transformers goes for testing as failed and a substantial expense ( if the total cost is >realisation value) being incurred for testing if ready for realisation than the company needs to keep proper documentation for the expenses along with the supporting evidence. In such case the expenses so incurred to be treated as R&D expense and in place of debited to Profit and Loss account it should be kept it as asset side of Balance Sheet. such amount standing in the asset side needs to be written off within use full life of the transformers

#### 2.4 Impairment of property, plant & equipment (PPE) and intangible assets, other than goodwill.

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant & equipment (including capital work in progress) to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the cash generating unit (CGU) is estimated in order to determine the extent of the impairment loss (if any). Corporate assets and common service assets are also allocated to individual cash-generating units on a reasonable and consistent basis.

Intangible assets are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, 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 the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of a CGU is estimated to be less than its carrying amount, the carrying amount of the asset or group of assets covered under the CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss.

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When an impairment loss subsequently reverses, the carrying amount of the asset or group of assets covered under the CGU is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or group of assets covered under the CGU in prior years. A reversal of an impairment loss is recognized immediately in the statement of profit and loss.

**2.5 Capital Cost** (i.e cost including professional fees) incurred for issuance of Share Capital is treated under Other Non-Current Assets and to be amortised over a period of 3 years.

### **2.6 Revenue recognition**

- Revenue from operations includes sale of goods, services and adjusted for discounts (net), and gain/ loss on corresponding hedge contracts.
- Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.
- Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.
- Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.
- Dividends Revenue is recognised when the Company's right to receive the payment has been established.
- **Insurance claims:**
- Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect the ultimate collection.

### **2.7. Leasing**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### **i) The Company as lessor**

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

#### **ii) The Company as lessee**

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating leases, such incentives are recognized as a liability. The aggregate benefit of incentives is recognized as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

### **2.8 Foreign currency transactions and translations**

- (i) In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.
- (ii) Exchange differences on monetary items are recognized in the statement of profit and loss in the period in which they arise except for:
  - (a) exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
  - (b) exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to the statement of profit and loss on repayment of the monetary items.
- (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.

### **2.9 Borrowing costs**

- (i) Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale and also includes exchange difference arising from Foreign Currency borrowings to the extent that they are regarded as an adjustment to interest cost.
- (ii) All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

**2.10 Government grants**

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the useful life of the assets.
- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

In the unlikely event that a grant previously recognised is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognised is expensed in the Statement of Profit and Loss.

**2.11 Employee benefits:****2.11.1 Retirement benefit costs and termination 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/Annuity 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

Re-measurement of the defined benefit liability and asset, comprising actuarial gains and losses, and the return on plan assets (excluding amounts included in net interest described above) are recognized in other comprehensive income in the period in which they occur and are not subsequently reclassified to the statement of profit and loss.

**2.12 Taxation**

Income tax expense represents the aggregate of current tax and deferred tax.

**2.12.1 Current tax**

Current tax is the amount of income tax payable based on taxable profit for the period. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and the tax laws that have been enacted or substantively enacted by the end of the reporting period.

**2.12.2 Deferred tax**

- (i) Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.
- (ii) The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of all or part of the deferred tax asset to be utilized. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- (iii) Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

**2.12.3 Current and deferred tax for the year**

Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**2.13. INVESTMENT PROPERTY**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). The shops, flats and other properties held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition the, investment properties are stated at cost less accumulated depreciation.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

#### 2.14 Inventories

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/GST paid on purchases. Scrap is valued at estimated realisable value.

Stock of Materials-in-Process and Finished Goods are valued at lower of cost and net realizable value. Cost excludes CENVAT/GST paid on inputs.

Stores and spares are valued at weighted average cost or net realizable value whichever is lower. Obsolete / unserviceable items, as and when identified, are written off. Any item of stores and spares not moved for last four years as on date of Balance Sheet are identified as slow moving items for which a provision of 95% of the value is made in the accounts.

#### 2.15 Provisions and Contingent Liabilities:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. If effect of the time value of money is material, provisions are discounted using an appropriate discount rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed in the Notes to the Standalone Financial Statements. Contingent liabilities are disclosed for:

- i) possible obligations which will be confirmed only by future events not wholly within the control of the Company, or
- ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

#### 2.16 Financial instruments, Financial assets, Financial liabilities and Equity instruments:

##### i) Financial Assets

**A. Initial recognition and measurement :** Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

**Recognition :** Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

##### B. Subsequent measurement

###### a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### b) Financial assets at fair value through other comprehensive income (FVTOCI)

Fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

###### c) Financial assets at fair value through profit or loss (FVTPL)

fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes.

##### Equity investments:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

The Company has elected to continue with the carrying value of all its equity investments as recognized in the standalone financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

**Derivative financial instruments**

The Company uses derivative financial instruments, such as foreign exchange forward contracts, interest rate swaps and currency options to manage its exposure to interest rate and foreign exchange risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

**Hedge Accounting**

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles. These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in Other Comprehensive Income (OCI) and accumulated in "Cash Flow Hedge Reserve Account" under Reserves and Surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the "Cash Flow Hedge Reserve Account" are reclassified to the Statement of Profit and Loss in the same period during which the forecasted transaction affects Statement of Profit and Loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in "Cash Flow Hedge Reserve Account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognise

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Impairment :** The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

**Reclassification :** When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

**De-recognition:** Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred amounts collected on behalf of third parties, such as sales tax and value added tax.

**ii : Financial liabilities****A. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

**B. Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**2.17. Investments in subsidiary, associates and joint venture :**

The Company measures its investments in subsidiary at cost less impairment. The company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the company makes an estimate of its recoverable amount. Where the carrying amount of an investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

i) Non-Current investments are valued at cost. However, provision for diminution in value is made to recognise a decline in the value, other than temporary.

ii) Current investments are valued at lower of cost or fair value.

**2.18 Cash and cash equivalent**

In the cash flow statement, cash and cash equivalent include cash in hand, cheques and drafts in hand, balances with bank and deposit held at call with financial institution, short term highly liquid investments with original maturities of three months or less there are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowing in the current liabilities in the balance sheet and form part of the financial activity in the cash flow statement. Book overdraft are shown within borrowing in other financial liabilities in the balance sheet and form part of financing activity in the cash flow statement .

**2.19 Earnings per share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for the events for bonus issue,

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bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares). Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

### 3.1 FIRST TIME ADOPTION OF IND AS

The Company has adopted Indian Accounting Standards (Ind-AS) notified Ministry of Corporate Affairs with effect from 1st April 2017 with a transition date of 1st April 2016. Ind AS 101, "First-time Adoption of Indian Accounting Standard" requires that all Ind AS standards and interpretation that are issued and effective for the First Ind AS financial statements, which is for the year ended 31st March, 2018 for the Company, be applied retrospectively and consistently for all financial years presented. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

Ind AS 101 (First-time Adoption of Indian Accounting Standards) provides a suitable starting point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Company has prepared the opening Balance Sheet as per Ind AS as of 1st April, 2016 (the transition date) by:

- a. recognising all assets and liabilities whose recognition is required by Ind AS,
  - b. not recognising items of assets or liabilities which are not permitted by Ind AS,
  - c. reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and
  - d. applying Ind AS in measurement of recognised assets and liabilities.
- iii) Following are the Ind AS 101 optional exemption availed as applicable and Mandatory applied in the transition from previous GAAP to Ind AS..

#### a) Exemptions from retrospective application:

- i) Fair value as deemed cost exemption:  
Deemed cost exemption for Property, plant and equipment assets at fair value as deemed cost. The Company has elected to measure items of property, plant and equipment assets at fair value as deemed cost.
- ii) Deemed cost exemption of Investment Property. The Company has treated one property as investment property and it is carrying value as per previous GAAP is considered as deemed cost as per Ind AS-40.
- iii) Deemed cost exemption of intangible assets.
- iv) Leases  
The Company has applied Appendix C of Ind AS 17 (Leases) – 'Determining whether an Arrangement contains a Lease' to determine whether an arrangement existing at the transition date contains a lease on the basis of facts and circumstances existing at that date.
- v) Investments in subsidiaries, joint ventures and associates  
Under previous GAAP, investment in subsidiaries, joint ventures and associates were stated at cost and provisions made to recognise the decline, other than temporary. Under Ind AS, the Company has considered their previous GAAP carrying amount as their deemed cost.
- vi) De-recognition of previously recognition financial instruments.
- vii) De commissioning liability. The Company has elected to apply the transitional provision with respect to recognition of Decommissioning, Restoration and Similar Liabilities.

#### b) Ind AS mandatory exemptions:

##### i) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP.

The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- a) Investment in equity instruments carried at FVTPL or FVOCI
- b) Impairment of financial assets based on expected credit loss model.

#### 2. Classification and measurement of financial assets and liabilities

Classification of financial asset is required to be made on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Further, if it is impracticable for the Company to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind AS shall be the new gross carrying amount of that financial asset or the new amortised cost of that financial liability at the date of transition to Ind AS.



## NOTE NO.28 ADDITIONAL NOTES ON ACCOUNT :

## 1. RAW MATERIALS AND COMPONENTS CONSUMED :

Items	2017 - 18			2016 - 17		
	Qty (MT)	Value (₹ in Lakhs)	%	Qty (MT)	Value (₹ in Lakhs)	%
<b>INDIGENOUS :</b>						
Conductors	353.604 MT	776.04	20	134.719 MT	481.81	24
CRGO Steel & Lamination	249.073 MT	375.86	10	215.759 MT	338.32	17
Transformer Oil	1007.251KL	478.42	12	539.436KL	209.49	11
Others	–	1448.66	38	–	600.67	30
<b>Sub Total</b>	<b>1609.928</b>	<b>3078.98</b>	<b>80</b>	<b>889.914</b>	<b>1630.29</b>	<b>82</b>
<b>IMPORTED :</b>						
CRGO Steel	40.506 MT	49.04	1	65.147 MT	105.34	5
AMDT Core	483.541 MT	756.53	19	153.782 MT	260.47	13
<b>Sub Total</b>	<b>524.047 MT</b>	<b>805.57</b>	<b>20</b>	<b>218.929 MT</b>	<b>365.81</b>	<b>18</b>
<b>Total</b>	<b>2133.975</b>	<b>3884.55</b>	<b>100</b>	<b>1108.843</b>	<b>1996.10</b>	<b>100</b>

## 2. PAYMENT TO AUDITORS: (Exclusive of Service Tax)

(₹ in Lakhs)

SR No	Particulars	2017 - 18	2016 - 17
i.	Audit Fees (Statutory)	1.06	1.06
ii.	Limited Review Fees	0.55	0.45
iii.	Tax Audit Fees	0.30	0.25
iv.	In Other Capacity of Certification (etc)	0.30	0.30
v.	Audit Fees (Cost Audit)	0.35	0.35
	<b>TOTAL</b>	<b>2.56</b>	<b>2.41</b>

## 3. EARNING PER SHARE :

(₹ in Lakhs)

SR No	Particulars	2017 - 18	2016 - 17
i.	Profit/(Loss) available to Equity Share Holders (Rs. In lakhs)	(278.68)	(283.04)
ii.	Weighted Average number of equity shares for Basic EPS in lakhs	73.95	63.06
iii.	Nominal Value of Equity Shares in Rs.	10.00	10.00
iv.	Basic Earning (Loss) Per Equity Shares (Rs)	(3.77)	(4.49)
v.	Dillutive Earning (Loss) Per Equity Shares (Rs) *	(3.77)	(4.49)

\* In view of loss the dillutive earning (Loss) per share is trated as anti dillutive

## 4. CIF VALUE OF IMPORTS

(₹ in Lakhs)

SR No	Particulars	2017 - 18	2016 - 17
i.	Raw Materials and Components	789.13	353.92

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

(₹ in Lakhs)

SR No	Particulars	2017 - 18	2016 - 17
i.	Expenditure in Foreign Currency	NIL	NIL

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

(₹ in Lakhs)

SR No	Particulars	2017 - 18	2016 - 17
i.	Export on FOB Basis (Direct)	NIL	NIL

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#### 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.	Oricon Industries (P) Limited. Galaxy Medicare Limited
iii) Key Management Personnel	Dillip Kumar Das                      Managing Director Deepak Kumar Das                    Executive Director & CFO Debasis Das                            Executive Director Gopal Krishan Gupta                Executive Director Debasish Dibyajyoti Deo            Company Secretary

##### b) Transactions with related parties

(₹ in Lakhs)

SL.NO	Nature of Transaction	Subsidiary	Companies where Directors are interested	Key Managerial Person	Total
1	Share Allotment		114.18 (27.90)		114.18 (27.90)
2	Loan Taken	25.90 (26.30)	66.54 (60.00)		92.44 (86.30)
3	Sale of Good (Income)		1.88 (0.16)		1.88 (0.16)
4	Purchase of Raw materials (Expenses)		— (0.86)		— (0.86)
5	Remuneration Paid (Expenses)			47.12 (39.05)	47.12 (39.05)
6	Interest on Loan (Expenses)		2.42 (7.34)		2.42 (7.34)

[Amount shown in brackets reflects the previous year balance.]

#### 8. CONTINGENT LIABILITIES & COMMITMENTS

(₹ in Lakhs)

SR No	Particulars	2017 - 18	2016 - 17
<b>A.</b>	<b>Contigent Liabilities</b>		
i.	Un expired Letters of Credit	600.90	415.11
ii	Counter Guarantees given by Company for Bank Guarantees issued	642.51	620.61
iii	Claims against the Company not acknowledged as Debt		
	a) Income Tax	5.48	17.68
	b) Sales Tax (*)	18.84	28.70
	c) Entry Tax (#)	87.07	89.85
	d) Service Tax (@)	---	4.01
	<b>TOTAL</b>	<b>1354.80</b>	<b>1175.96</b>

\* Amount paid under protest against the demands amounting to Rs. 11.90 lakhs (Previous Year- Rs.19.91 lakhs) is shown under "Other Financial Assets" under Note No.8

# Amount paid under protest against the demands amounting to Rs. 3.50 lakhs (Previous year- Rs. 3.50lakhs) is shown under "Other Financial Assets " under Note no.8

@ Amount paid under protest against the demands amounting to Rs. NIL lakhs (Previous year- Rs.0.30 lakhs) is shown under "Other Financial Assets" under Note no.8

9. 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	4437.04	2449.95	58.07	—	4495.11	2449.95
Repairing / Service Charges	84.47	95.76	—	—	84.47	95.76
<b>Total</b>	<b>4521.51</b>	<b>2545.71</b>	<b>58.07</b>	<b>—</b>	<b>4579.58</b>	<b>2545.71</b>



**10. Disclosure relating to Leave Encashment - As per Actuarial Valuation on 31st March,2018**

a) Table Showing Changes in Present Value of Obligations :

Particulars	Current Year	Previous Year
Present value of obligation as at beginning of the year	4.85	3.82
Current Service cost	2.79	1.45
Interest cost	0.28	0.27
Actuarial gain/ loss on Obligation due to change in Financial assumption	(0.12)	0.18
Actuarial gain/ loss on Obligation due to Unexpected Experience	(0.04)	(0.55)
Curtailement cost	---	---
Settlement cost	---	---
Benefits Paid	2.35	(0.33)
Present value of obligation as at end of the year	5.41	4.85

b) Table Showing Reconciliation to Balance Sheet

Particulars	Current Year	Previous Year
Funded Status	(5.41)	(4.85)
Unrecognised Past Service Cost	---	---
Unrecognised Actuarial gain/loss at the of the period	---	---
Post Measurement Date Employer Contribution (Expected)	---	---
Unfunded Accrued /Prepaid Pension Cost	---	---
Fund Assets	---	---
Fund Liability	5.41	4.85

c) Table Showing Plan Assumptions

Particulars	Current Year	Previous Year
Discount Rate	7.70%	7.50%
Expected Return on Plan Assets	7.70%	N/A
Rate of Compensation Increase (Salary Inflation)	7.00%	7.00%
Pension Increase Rate	N/A	N/A
Average expected future service (Remaining working Life)	15	15
Mortality Table	IALM 2006-08	IALM 2006-08
Superannuation at age-Male	58	58
Superannuation at age-Female	58	58
Early Retirement & Disablement	1% P.A	1% P.A
Voluntary Retirement	Ignored	Ignored

d) Table Showing Expenses Recognized in Statement of Profit &amp; Loss :

Particulars	Current Year	Previous Year
Current Service Cost	2.79	1.45
Past Service Cost	---	---
Net Interest Cost	0.28	0.27
Cost (Loss)/(Gain) on settlement	---	---
Cost (Loss)/(Gain) on curtailment	---	---
Actuarial Gain/Loss	(0.16)	(0.37)
Employee Expected Contribution	---	---
Benefit Cost (Expense Recognised in Statement of Profit/loss)	2.92	1.36

e) Table Showing expected return on Plan Asset at the end of measurement period

Particulars	Current Year	Previous Year
Current Liability	1.58	1.97
Non-Current Liability	3.83	2.88
Net Liability	5.41	4.85

**11. Disclosure relating to Gratuity, as certified by Life Insurance Corporation of India, (Pension and Group Scheme Department) for the year ended 31st March, 2018 have been made as below:**

- In accordance with applicable Indian laws, the Company provides for gratuity, a defined benefit retirement plan (Gratuity Plan) covering certain categories of employees.
- 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.
- Annual premium payable to LIC amounting to Rs. 2.56 lakhs (Previous Year- Rs. 0.10 lakhs) have been shown under "Employee Benefit Expenses" in Schedule-22.

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**CONSOLIDATED FINANCIAL STATEMENTS**

iv) Disclosures as required by AS-15 (Revised) are made as per the details submitted by LIC which are given below :

**a) Changes in Present Value of Obligation**

<b>Particulars</b>	<b>31-03-2018</b>	<b>31-03-2017</b>
Present value of obligation as on last valuation	18.02	14.65
Current Service Cost	3.49	3.13
Interest Cost	1.36	1.06
Participant Contribution		
Plan Amendments: Vested portion at end of period (Past Service)	2.81	0.00
Plan Amendments: Non-Vested portion at end of period (Past Service)		
Actuarial gain/loss on obligations due to Change in Financial Assumption	(0.57)	0.98
Actuarial gain/loss on obligations due to Change in Demographic assumption	---	---
Actuarial gain/loss on obligations due to Unexpected Experience	(0.31)	(0.73)
Actuarial gain/loss on obligations due to Other reason		
The effect of change in Foreign exchange rates		
Benefits Paid	0.85	1.07
Acquisition Adjustment		
Disposal/Transfer of Obligation		
Curtailment Cost		
Settlement Cost		
Other(Unsettled Liability at the end of the valuation date)		
Present value of obligation as on valuation date	23.96	18.02

**b) Changes in Fair Value of Plan Assets**

<b>Particulars</b>	<b>31-03-2018</b>	<b>31-03-2017</b>
Fair value of Plan Assets at Beginning of period	17.05	14.59
Interest Income	1.31	1.09
Employer Contributions	2.25	2.31
Participant Contributions		
Acquisition/Business Combination		
Settlement Cost		
Benefits Paid	0.85	1.07
The effect of asset ceiling		
The effect of change in Foreign Exchange Rates		
Administrative Expenses and Insurance Premium		
Return on Plan Assets excluding Interest Income	0.14	0.13
Fair value of Plan Assets at End of measurement period	19.91	17.05

**c) Table Showing Reconciliation to Balance Sheet**

<b>Particulars</b>	<b>31-03-2018</b>	<b>31-03-2017</b>
Funded Status	(4.05)	(0.97)
Unrecognized Past Service Cost		
Unrecognized Actuarial gain/loss at end of the period		
Post Measurement Date Employer Contribution(Expected)		
Unfunded Accrued/Prepaid Pension cost		
Fund Asset	19.91	17.05
Fund Liability	23.96	18.02

**d) Table Showing Plan Assumptions**

Particulars	31-03-2018	31-03-2017
Discount Rate	7.70%	7.50%
Expected Return on Plan Asset	7.70%	7.50%
Rate of Compensation Increase(Salary Inflation)	7.00%	7.00%
Pension Increase Rate	N/A	N/A
Average expected future service (Remaining working Life)	21	21
Mortality Table	IALM 2006-2008	IALM 2006-2008
Superannuation at age-Male	58	58
Superannuation at age-Female	58	58
Early Retirement & Disablement (All Causes Combined)	1%	1%

**e) Expenses Recognised in statement of Profit/Loss**

Particulars	31-03-2018	31-03-2017
Current Service Cost	3.49	3.13
Past Service Cost(vested)	2.81	0.00
Past Service Cost(Non-Vested)		
Net Interest Cost	0.04	(0.04)
Cost(Loss/(Gain) on settlement		
Cost(Loss/(Gain) on curtailment		
Actuarial Gain loss Applicable only for last year		
Employee Expected Contribution		
Net Effect of changes in Foreign Exchange Rates		
Benefit Cost(Expense Recognized in Statement of Profit/loss)	9.35	3.09

**f) Other Comprehensive Income**

Particulars	31-03-2018	31-03-2017
Actuarial gain/loss on obligations due to Change in Financial Assumption	0.57	0.98
Actuarial gain/loss on obligations due to Change in Demographic assumption	---	---
Actuarial gain/loss on obligations due to Unexpected Experience	(0.31)	(0.73)
Actuarial gain/loss on obligations due to Other reason		
Total Actuarial (gain)/losses	(0.88)	0.25
Return on Plan Asset, Excluding Interest Income	0.14	0.13
The effect of asset ceiling		
Balance at the end of the Period	(1.02)	0.13
Net(Income)/Expense for the Period Recognized in OCI	(1.02)	0.13

**g) Table Showing expected return on Plan Asset at the Measurement Period**

Particulars	31-03-2018	31-03-2017
Current liability	0.27	0.27
Non-Current Liability	23.68	17.75
Net Liability	23.96	18.02

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

13. Operating Cycle is considered to be twelve months period.

14. 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 PAMS & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FIRM REG. NO-316079E

DILLIP KUMAR DAS  
MANAGING DIRECTOR

DEEPAK KUMAR DAS  
DIRECTOR (FINANCE) & CFO

SATYAJIT MISHRA  
PARTNER  
Membership No.057293

DEBASISH DIBYAJYOTI DEO  
COMPANY SECRETARY

BHUBANESWAR  
DATED : 29th May 2018

**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 31 March 2018 and the Statement of Profit and Loss for the year then ended, and a summary of 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, 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 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, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone 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, 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, 2018, 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 not branches of the company.
  - (d) The Balance Sheet, 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 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (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 .
    - 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  
FRN : 327704E

**(ABHIJIT PATRA)**  
Partner  
MNo.: 302726

Place: Cuttack  
Date : 15th April, 2018

# PHOENIX SURGICARE PRIVATE LIMITED

(Wholly owned Subsidiary Company)

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

**Annexure A referred to in paragraph 1 of Report on Other Legal and Regulatory Requirements paragraph of our report of even date to the Financial Statements of the Company for the year ended 31st March, 2018.**

- 1) (a) The Company has no Fixed Asset so no Fixed Asset Register is required to be maintained;
- (b) There is no Fixed Assets so no Physical Verification
- (c) There is no immovable property so no title deed is in name of the company.
- 2) There is no inventory so no physical verification is required.
- 3) The Company has granted an unsecured interest free short term loan to Alfa Transformers Limited, its holding company. The maximum amount outstanding during the year was 26,30,910.00 and the year end balance was 25,90,910.00. According to the information and explanations given to us, there are no specific covenants with regarding the repayment of loan. In our opinion, since it is an interest free loan, the rate of interest is prima- facie prejudicial to the interest of the company. Further, as no stipulations for repayment have been prescribed, no comments regarding regularity of payments are made.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) No Payment has been made or provided for management so the provisions of section 197 read with Schedule V to the Companies Act does not apply;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For **A S S A & Associates**  
Chartered Accountants  
FRN : 327704E

**(ABHIJIT PATRA)**  
Partner  
MNo.: 302726

Place: Cuttack  
Date : 15th April, 2018

# Annual Report 2018

## **“Annexure B” to the Independent Auditor’s Report of even dare on the Standalone Financial Statements of PHOENIX SURGICARE PRIVATE LIMITED**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Phoenix Surgicare Private Limited as of March 31, 2018 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 establishing and maintaining internal financial controls based on 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 (the Guidance Note) 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 Companies Act, 2013.

#### **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 Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, 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 judgment, 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 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 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.

#### **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, 2018, 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 issued by the ICAI.

For **A S S A & Associates**  
Chartered Accountants  
FRN : 327704E

**(ABHIJIT PATRA)**  
Partner  
MNo.: 302726

Place: Cuttack  
Date : 15th April, 2018

PHOENIX SURGICARE PRIVATE LIMITED  
(Wholly owned Subsidiary Company)

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2018**

( Amount in ₹ )

Particulars	Note No.	As at 31st March 2018		As at 31st March 2017	
<b>I. ASSETS</b>					
<b>1 Non-Current Assets</b>					
a) Property , Plant and Equipments		—		—	
b) Capital Work-in-Progress		—		—	
c) Investment Property		—		—	
c) Intangible Assets		—		—	
d) Financial Assets		—		—	
e) Other Non-Current Assets		—		—	
			—		—
<b>2 Current assets</b>					
(a) Inventories		—		—	
(b) Financial Assets					
(i) Investments		—		—	
(ii) Trade Receivables		—		—	
(iii) Cash and Cash equivalents	<b>1</b>	20527		2726	
(iv) Other Bank Balances	<b>2</b>	136785		127740	
(v) Loans and Advances	<b>3</b>	2590910		2630910	
(vi) Other Financial Assets		—		—	
(c) Current Tax Assets (Net)		—		—	
(d) Other Current Assets		—		—	
			2748222		2761376
<b>TOTAL ASSETS</b>			<b>2748222</b>		<b>2761376</b>
<b>II. EQUITY AND LIABILITIES</b>					
<b>1 Equity</b>					
(a) Equity Share Capital	<b>4</b>	1242000		1242000	
(b) Other Equity	<b>5</b>	1469822		1500326	
			2711822		2742326
<b>2 Non-Current Liabilities</b>					
(a) Financial Liabilities		---		---	
(b) Provisions		---		---	
(c) Deferred Tax Liabilities (Net)		---		---	
(d) Other Non-Current Liabilities		---		---	
			—		—
<b>3 Current Liabilities</b>					
(a) Financial Liabilities		---		---	
(b) Other Current Liabilities	<b>6</b>	36400		19050	
(c) Provisions		---		---	
(d) Current Tax Liabilities (Net)		---		---	
			36400		19050
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>2748222</b>		<b>2761376</b>
SIGNIFICANT ACCOUNTING POLICIES	<b>8</b>				
ADDITIONAL NOTES ON ACCOUNTS	<b>9</b>				

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

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

FOR AND ON BEHALF OF THE BOARD

(**ABHIJIT PATRA**)  
PARTNER  
Membership No. 302726  
FRN : 323774E

**DILLIP KUMAR DAS**  
DIRECTOR

**DEEPAK KUMAR DAS**  
DIRECTOR

Place : CUTTACK  
Date : 25/04/2018

## Annual Report 2018

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

( Amount in ₹ )

Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
I. Revenue from Operations		—	—
II. Other Income		9045	8856
III. <b>Total Income (I + II)</b>		<b>9045</b>	<b>8856</b>
IV. <b>EXPENDITURE :</b>			
Cost of Materials Consumed		---	---
Changes in Inventories of Finished Goods Work-in-Progress		---	---
Employee benefits expense		---	---
Excise Duty on Sale of Goods		---	---
Finance Costs		---	---
Depreciation and Amortization expense		---	---
Other Expenses	7	39549	24133
<b>Total Expenses</b>		<b>39549</b>	<b>24133</b>
V. <b>Profit/(Loss) Before Exceptional Items and Tax (III-IV)</b>		(30504)	(15277)
VI. Exceptional Items		---	---
VII <b>Profit/(Loss) Before Tax (V- VI)</b>		(30504)	(15277)
VIII <b>Tax Expenses :</b>			
(1) Current Tax		---	---
(2) Deferred Tax Assets/(Liabilities) [Net]		---	---
IX <b>Profit/(Loss) for the period (VII-VIII)</b>		(30504)	(15277)
X <b>Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to profit or loss		---	---
(ii) Income tax relating to items that will not be reclassified to profit or loss			
B (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
XI Total Comprehensive Income for the year (IX+X)		(30504)	(15277)
XVI Earning per equity share (for continuing operation)			
(i) Basic (in ₹)		(0.25)	(0.12)
(2) Diluted		(0.25)	(0.12)
SIGNIFICANT ACCOUNTING POLICIES	8		
ADDITIONAL NOTES ON ACCOUNTS	9		

THE SCHEDULE REFERRED ABOVE FORM PART OF ACCOUNTS  
AS PER OUR REPORT OF EVEN DATE ATTACHED

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

FOR AND ON BEHALF OF THE BOARD

**(ABHIJIT PATRA)**  
PARTNER  
Membership No. 302726  
FRN : 323774E

**DILLIP KUMAR DAS**  
DIRECTOR

**DEEPAK KUMAR DAS**  
DIRECTOR

Place : CUTTACK  
Date : 15/04/2018



PHOENIX SURGICARE PRIVATE LIMITED

(Wholly owned Subsidiary Company)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2018**

( Amount in ₹ )

PARTICULARS	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before Interest, Taxes & Extraordinary Items	(30504)	(15277)
Adjustment for :		
Depreciation and amortisation	—	—
Operating Profit / (Loss) before Working Capital Changes	(30504)	(15277)
<b>Changes in Working Capital :</b>		
<b>Adjustments for (Increase)/decrease in operating assets :</b>		
Short-Term Loans and advances Increase/(Decrease)	40000	23175
<b>Adjustments for (Increase)/decrease in operating Liabilities :</b>		
Trade Payables & Provisions- Decrease/ (Increase)	17350	(4125)
Short Term Provision	—	—
	57350	19050
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>26846</b>	<b>3774</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Increase)/ Decrease in Fixed Deposit	—	—
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</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</b>	—	—
Net Increase in cash and cash equivalents(A+B+C)	26846	3774
Cash and cash equivalents as on 31-03-2017	130466	126692
<b>CASH &amp; CASH EQUIVALENTS AS ON 31-03-2018</b>	<b>157312</b>	<b>130466</b>
Cash and Cash Equivalents comprises		
-- Cash	300	300
-- Balance with Schedule Banks	157012	130166
	157312	130466

**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. Previous year figures regrouped/recast where ever necessary.

THE SCHEDULE REFERRED ABOVE FORM PART OF ACCOUNTS  
AS PER OUR REPORT OF EVEN DATE ATTACHED

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

FOR AND ON BEHALF OF THE BOARD

(**ABHIJIT PATRA**)  
PARTNER  
Membership No. 302726  
FRN : 323774E  
Place : CUTTACK  
Date : 15/04/2018

**DILLIP KUMAR DAS**  
DIRECTOR

**DEEPAK KUMAR DAS**  
DIRECTOR

## Annual Report 2018

### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

#### 1. CASH AND BANK BALANCES

( Amount in ₹ )

Particulars	As at 31st March 2018	As at 31st March 2017
Balances with banks -- In Current Account	20227	2426
Cash on hand	300	300
<b>TOTAL</b>	<b>20527</b>	<b>2726</b>

#### 2. OTHER BANK BALANCES

( Amount in ₹ )

Particulars	As at 31st March 2018	As at 31st March 2017
-- In Fixed Deposit Account	136785	127740
<b>TOTAL</b>	<b>136785</b>	<b>127740</b>

#### 3. SHORT TERM LOANS AND ADVANCES

( Amount in ₹ )

Particulars	As at 31st March 2018	As at 31st March 2017
a) Loans and Advance to related parties Alfa Transformers Limited	2590910	2630910
<b>TOTAL</b>	<b>2590910</b>	<b>2630910</b>

#### 4. SHARE CAPITAL

( Amount in ₹ )

Particulars	As at 31st March 2018		As at 31st March 2017	
	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 of 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>

##### 4.1

( Amount in ₹ )

Particulars	As at 31st March 2018		As at 31st March 2017	
	Number	Amount	Number	Amount
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

**4.2** 124100 Equity Shares (Previous Year- 124100) are held by Alfa Transformers Limited and 100 Equity Share (Previous Year-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.

**4.3** Details of Shareholders holding more than 5% shares:

( Amount in ₹ )

Particulars	As at 31st March 2018		As at 31st March 2017	
	Number	Amount	Number	Amount
Alfa Transformers Limited	124100	99.92%	124100	99.92%

# PHOENIX SURGICARE PRIVATE LIMITED

(Wholly owned Subsidiary Company)

## 5. RESERVES AND SURPLUS

( Amount in ₹ )

Particulars	As at 31st March 2018	As at 31st March 2017
<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	500326	515603
Add : Profit/(Loss) for the year	(30504)	(15277)
Less: Transferred to Profit and Loss Account	—	—
Closing Balance	469822	500326
<b>TOTAL</b>	<b>1469822</b>	<b>1500326</b>

## 6. OTHER CURRENT LIABILITIES

( Amount in ₹ )

Particulars	As at 31st March 2018	As at 31st March 2017
(a) Audit Fees Payable	5900	5750
(b) Professional Fees Payable	27500	11500
(c) Filling Fees Payable	3000	1800
<b>TOTAL</b>	<b>36400</b>	<b>19050</b>

## 7. OTHER EXPENSES

( Amount in ₹ )

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Auditors' Remuneration	5900	5750
Filling Fees	4200	1800
Bank Charges	649	4083
Legal and Professional Fees	28800	12500
<b>TOTAL</b>	<b>39549</b>	<b>24133</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.

#### 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.

#### 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 made of the amount of the 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, 2018

- Contingent liabilities not provided for – Rs. NIL (Previous year- Nil)
- The Company is the subsidiary Company of M/s. Alfa Transformers Limited, which holds 99.92% Equity Shares Of the Company.
- 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 y the auditor.
- The Company has no operation activities during the financial year ended 31st March, 2018. So no operating cycle is considered.
- Previous Years' figures have been regrouped and rearranged or restated wherever necessary.

AS PER OUR REPORT OF EVEN DATE ATTACHED

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

FOR AND ON BEHALF OF THE BOARD

**(ABHIJIT PATRA)**  
PARTNER  
Membership No. 302726  
Place : CUTTACK  
Date : 15/04/2018

**DILLIP KUMAR DAS**  
DIRECTOR

**DEEPAK KUMAR DAS**  
DIRECTOR



**ALFA TRANSFORMERS LIMITED**

Regd. Office: Plot No. 3337, Mancheswar Industrial Estate,

Bhubaneswar, Orissa-751010

CIN No.: L31102OR1982PLC001151;

Ph: 0674-2580484 / 2581036; Fax: 0674-2580495 ;

Website : [www.alfa.in](http://www.alfa.in); e-mail:[info@alfa.in](mailto:info@alfa.in);

**IMPORTANT & URGENT  
FOR YOUR IMMEDIATE ACTION**

Dear Shareholder(s),

**Sub. : Mandatory updation of PAN and Bank details against your holding**

Pursuant to SEBI circular dated 20th April, 2018, shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the details to the RTA so that the investments held by you will be fully protected with proper KYC compliance.

Accordingly, those who are holding shares in physical form and receiving their dividends by warrant/Demand Draft etc. are requested to fill the form provided and submit it along with original cancelled cheque leaf/ self attested bank passbook showing name of account holder to the under mentioned address to update the record for payment of any future dividend.

Please also provide your Email Id, Phone/Mobile No. and self attested copy of PAN Card for record as well as for us to send to you communication by electronic means in accordance with various circulars issued by the Ministry of Corporate Affairs from time to time.

You are, therefore requested to return the duly filled in and signed form provided along with requisite documents within 21 days from the date of receipt of this letter.

Those who are holding shares in dematerialized form are requested to submit the details only to their respective Depository Participants (DP), where they are maintaining their Demat Account, at the earliest.

In case if you have any queries or need any assistance in this regard, please contact our RTA:

**MCS Share Transfer Agent Ltd.**  
12/1/5, Manaharpukur Road,  
Kolkata- 700 026  
Phone: (033) 4072-4051/52/53  
Email: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com)

Thanking you,

Yours faithfully,

**For Alfa Transformers Limited**

Sd/-

**Debasish Dibyajyoti Deo**  
Company Secretary & Compliance Officer



**BANK DETAILS, EMAIL ID & PAN ETC. REGISTRATION FORM**

To  
**MCS Share Transfer Agent Ltd.**  
 12/1/5, Manaharpukur Road,  
 Kolkata- 700 026  
 Phone- (033) 4072-4051/52/53  
 (RTA for physical holders)

To  
 .....  
 .....  
 (Name & Address of DP for Demat holders)

Dear Sir

I/ We furnish below our folio details along with PAN and Bank mandate details for updation and confirmation of doing the needful. I/we are enclosing the self-attested copies of PAN cards of all the holders, original cancelled cheque leaf, Bank pass book and address proof viz., Aadhaar card, as required for updation of the details:

Folio No./DP Id/Client Id	
Name of the First/Sole holder	
Address of the shareholder	
Mobile No./Phone No.	
E-Mail id	

<b>Bank Account Details : (for electronic credit of unpaid dividends and all future dividends)</b>										
Name of the Bank										
Branch Name & Address										
Bank Account Number										
Account Type (Saving / Current / Cash Credit)					<u>Saving</u>		<u>Current</u>		<u>Cash Credit</u>	
MICR Code (Please enclose a photocopy of a cheque for verification)										
IFSC Code										

Particulars	PAN No	Name	Signature
First/Sole Holder			
1 <sup>st</sup> Joint Holder:			
2 <sup>nd</sup> JointHolder :			

Date:

Place:

Encl: Please attach Original cancelled cheque leaf/attested bank passbook showing name of account holder and copy of self-attested PAN Card.

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.



**ALFA TRANSFORMERS LIMITED**

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

Telephone: (0674) 2580484, 2581036

EMAIL: info@alfa.in

Website: www.alfa.in

CIN: L31102OR1982PLC 001151

**ATTENDANCE SLIP**

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 36<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 30<sup>th</sup> day of August, 2018 at 12.00 Noon at Hotel "THE NEW MARRION", Bhubaneswar - 751 001

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.





**ALFA TRANSFORMERS LIMITED**

*Annual Report 2018*

**ALFA TRANSFORMERS LIMITED**

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

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

**EMAIL: info@alfa.in**

**Website: www.alfa.in**

**CIN: L31102OR1982PLC 001151**

**PROXY FORM- MGT-11**

Affix Re. 1/-  
Revenue  
Stamp

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

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

Registered Address: .....

Email id: .....

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

I/ We, being the member(s) of Alfa Transformers Limited, hereby appoint

1. Name:.....

Address:.....

Email id:.....

Signature: .....or failing him/her

2. Name:.....

Address:.....

Email id:.....

Signature: .....or failing him/her

3. 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 36TH Annual General Meeting of the Company, to be held on Thursday, 30th day of August, 2018 at 12 Noon at Hotel The NEW MARRION and any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No	Description of Resolution	Vote		
		For	Against	Abstain
<b>Ordinary Business</b>				
<b>Ordinary Resolution</b>				
1 a)	To receive and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.			
b)	To receive and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, the reports of the Auditors thereon.			
<b>Ordinary Resolution</b>				
2	To re-appoint a Director in place of Mrs. Sujita Patnaik (DIN : 00488014), who retires by rotation and being eligible offers himself for re-appointment			
<b>Ordinary Resolution</b>				
3	To appoint Statutory Auditors of the company and to fix their remuneration			
<b>Special Business</b>				
<b>Ordinary Resolution</b>				
4	To re-appoint Mr. Dillip Das (DIN: 00402931), as Chairman cum Managing Director of the company for a further period of Five (5) Years with effect from 07.08.2018.			
5	To reappoint Mr. Debasis Das (DIN: 00402790), as Whole-time Director of the company for a further period of Five (5) Years with effect from 01.04.2018 to 31.03.2023			
6	To fix the remuneration, perquisites and other allowances of Chairman cum Managing Director and other Whole-time Directors.			
<b>Special Resolution</b>				
7.	To re-appoint Mr. Basuru Nageswar Rao Patnaik (DIN: 00554950) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.			
8.	To re-appoint Dr. Nitai Chandra Pal (DIN: 00725674) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.			
9.	To re-appoint Mr. Sambit Mohanty (DIN: 00402874) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.			
10.	To re-appoint Mr. Niranjana Mohanty (DIN: 00916858) as Independent Director of the company for a further period of Three (3) years w.e.f 01.04.2018 to 31.03.2021.			
<b>Ordinary Resolution</b>				
11.	Appointment of Mr. Rahul Gupta (DIN: 00024732) as Independent Director of the company for a term of Two (2) years.			
12.	Appointment of Mr. Vipin Aggarwal (DIN: 00592734) as Director of the company for a term of Two (2) years.			
13	To ratify the remuneration of the Cost Auditors for the financial year 2018-19.			
<b>Special Resolution</b>				
14.	Issuance of 6,00,000 fully convertible warrants on preferential basis to the persons belonging to promoter category.			
15.	Ratification of resolution passed at the extra ordinary general meeting (EoGM) of the company held on may 01, 2018 for issue of equity shares & warrants on a preferential allotment / private placement basis.			
16.	Ratification of resolution passed at 34th annual general meeting (AGM) of the members of alfa Transformers Limited for issue of equity shares & warrants on a preferential allotment / private placement basis.			

**NOTE:**

- The proxy form signed across Re.1/- stamp should reach Company's Registered Office At least 48 Hours before the schedule time of Meeting.
- The Form should be signed across the stamp as per specimen signature registered with the Company.
- A proxy need not be a member.
- The above Attendance Slip should be sent to the Proxy appointed by you and not to the Company.







<b>SUBMISSION OF E-MAIL ADDRESS OF MEMBERS OF ALFA TRANSFORMERS LIMITED</b>	
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	

**MAP SHOWING LOCATION OF THE VENUE OF THE 36TH ANNUAL GENERAL MEETING OF ALFA TRANSFORMERS LIMITED**

Google Maps

