



# ALFA TRANSFORMERS LTD.

CIN-L311020R1982PLC001151

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

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



ISO 9001 : 2015  
Certificate Registration No. 99 100 11745

Date: 02/07/2025

To,  
**The Department of Corporate Services,  
BSE Limited.**

P. J. Tower, Dalal Street,  
Mumbai- 400 001

**Scrip Code: 517546**

**Sub.: Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of the Company.**

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Dear Sir/Madam,**

We wish to inform you that in continuation of our intimation dated July 01, 2025 and Pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 43<sup>rd</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, July 30, 2025 at 12.30 p.m. (IST) at the Pipul Restaurant & Banquets at 148, Mancheswar Industrial Estate, Bhubaneswar – 751010, Odisha, India.

In terms of Regulation 46 of the Listing Regulations, the said Notice of AGM along with the full Annual Report is available on the Company's Website at [www.alfa.in](http://www.alfa.in).

Kindly take the aforesaid information on your records.

Thanking You,  
Yours Faithfully,

**For Alfa Transformers Limited**

Rajesh Kumar Sundarray  
Company Secretary & Compliance officer

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 43RD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF ALFA TRANSFORMERS LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF JULY 2025, AT 12.30 P.M. AT PIPUL RESTAURANT AND BANQUETS AT 148, MANCHESWAR INDUSTRIAL ESTATE, BHUBANESWAR-751010, ODISHA, TO TRANSACT THE FOLLOWING BUSINESS.**

### **- ORDINARY BUSINESS -**

#### **1. Adoption of the Audited Financial Statements for the year ended March 31, 2025:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Statutory Auditors thereon.

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby received, considered, approved and adopted.”

#### **2. Re-appointment of the Statutory Auditor of the Company:**

To re-appoint the Statutory Auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and the Board, M/s. PAMS & Associates, Chartered Accountants, Bhubaneswar having Firm Registration No. 316079E be and are hereby appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 43rd Annual General Meeting till conclusion of the 44th Annual General Meeting of the Company with a remuneration as mutually agreed upon between the Board and Auditors.

“RESOLVED FURTHER THAT all the directors and/or the 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.”

### **3. Re-appointment of director retiring by rotation:**

To appoint a director in place of Mr. Debasis Das (DIN: 00402790), who retires by rotation, and being eligible, offers herself for re- appointment and in this regard 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 read with the Companies Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, of Mr. Debasis Das (DIN: 00402790), who retires by rotation at this meeting and being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company.

## **- SPECIAL BUSINESS -**

### **4. To consider the increase in the Authorized Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 12,00,00,000 (Rupees Twelve crore) divided into 1,20,00,000 (One Crore Twenty Lakh Only) Equity Shares of Rs.10/- each to Rs. 1500,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V (5th) of the Memorandum of Association of the Company by substituting in its place, the following: -

“V. The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen crore) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs.10/- each (Rupees Ten each) with power to increase, modify and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may be determined under the provisions of the Companies Act 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or company secretary or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**5. To consider and approve appointment of Mr. Prem Sagar Mishra (DIN: 10931842) as an independent director of the company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“The Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Prem Sagar Mishra (DIN: 10931842), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from February 03, 2025, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for an initial term of Two consecutive years i.e. upto 29th July, 2027.

RESOLVED FURTHER THAT the Board of Directors or company secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To consider and approve appointment of Mr. Rashmi Ranjan Satapathy (DIN: 06371240) as an independent director of the company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof ), Mr. Rashmi Ranjan Satapathy (DIN: 06371240), who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director with effect from February 03, 2025, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for an initial term of Two consecutive years i.e. upto 29th July, 2027.

RESOLVED FURTHER THAT the Board of Directors or company secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. To approve availing of the optionally convertible loan facility from Mr. Dillip Kumar Das Managing Director of the Company:**

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

**"RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or re- enactment thereof for the time being in force), and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s). consent(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, to the extent permitted by law), the consent of the members be and is hereby accorded for availing of the financial assistance to be extended by Mr. Dillip Kumar Das ("the lender") not exceeding INR 10,00,00,000/- (Rupees Ten Crores) ("Loan Facility"), on the terms and conditions contained in the financing documents and modifications thereto ("financing document"), with an option to lender to convert the whole or part of the outstanding loans of the Company, into the fully paid Equity Shares subject to applicable law and in the manner specified in writing to be given by the lender ("Notice of conversion") and on such terms and conditions as may be stipulated in the financing documents including:

- a) On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company, subject to the Applicable Laws in relation thereto.
- b) The Lender can exercise its right of conversion by giving an advance written notice of 30 days to the Company."

**"RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up Equity Shares in the Company to the lender (including but not limited to its Affiliates (if required))."

**"RESOLVED FURTHER THAT** the Equity Shares to be so allotted and issued to the lender/its Affiliate pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed."

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue, allot and listing of the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**8. To approve availing of the optionally convertible loan facility from M/s. Galaxy Medicare Limited, the promoter of the Company:**

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

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or re- enactment thereof for the time being in force), and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s). consent(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, to the extent permitted by law), the consent of the members be and is hereby accorded for availing of the financial assistance to be extended by M/s. Galaxy Medicare Limited ("the lender") not exceeding INR 10,00,00,000/- (Rupees Ten Crores) ("Loan Facility"),

on the terms and conditions contained in the financing documents and modifications thereto ("financing document"), with an option to lender to convert the whole or part of the outstanding loans of the Company, into the fully paid Equity Shares subject to applicable law and in the manner specified in writing to be given by the lender ("Notice of conversion") and on such terms and conditions as may be stipulated in the financing documents including:

- a) On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company, subject to the Applicable Laws in relation thereto.
- b) The Lender can exercise its right of conversion by giving an advance written notice of 30 days to the Company."

**"RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up Equity Shares in the Company to the lender (including but not limited to its Affiliates (if required))."

**"RESOLVED FURTHER THAT** the Equity Shares to be so allotted and issued to the lender/its Affiliate pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue, allot and listing of the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**9.To approve availing of the optionally convertible loan facility from M/s. Oricon Industries Private Limited, the promoter of the Company:**

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

**"RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and all other applicable laws (including any statutory modification(s) or re- enactment thereof for the time being in force), and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s). consent(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution, to the extent permitted by law), the consent of the members be and is hereby accorded for availing of the financial assistance to be extended by M/s. Oricon Industries Private Limited ("the lender") not exceeding INR 5,00,00,000/- (Rupees Five Crores) ("Loan Facility"), on the terms and conditions contained in the financing documents and modifications thereto ("financing document"), with an option to lender to convert the whole or part of the outstanding loans of the Company, into the fully paid Equity Shares subject to applicable law and in the manner specified in writing to be given by the lender ("Notice of conversion") and on such terms and conditions as may be stipulated in the financing documents including:

- a)** On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company, subject to the Applicable Laws in relation thereto.
- b)** The Lender can exercise its right of conversion by giving an advance written notice of 30 days to the Company."

**"RESOLVED FURTHER THAT** on receipt of the notice of conversion, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up Equity Shares in the Company to the lender (including but not limited to its Affiliates (if required))."

**“RESOLVED FURTHER THAT** the Equity Shares to be so allotted and issued to the lender/its Affiliate pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then Equity Shares in the Company and be listed on the Stock Exchange(s) where the existing shares of the Company are listed.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue, allot and listing of the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place : Bhubaneswar

Date : 01/07/2025

Registered Office :

Plot No. 3337, Mancheswar Industrial Estate,  
Rasulgarh, Bhubaneswar, Orissa, India, 751010

Email : cs@alfa.in, info@alfa.in

CIN : L31102OR1982PLC001151

By Order of the Board of Directors

**Rajesh Kumar Sundarray**

Company Secretary

## NOTES

1. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 to 9 of the accompanying Notice are annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself. The proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight (48) hours before the commencement of meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting
4. Directors have not recommended any Dividend on Equity Shares for the financial year ended March 31st, 2025.
5. Details as required in Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the Directors seeking appointment / re-appointment at the AGM forms integral part of this Report. Requisite declarations have been received from the Directors seeking appointment / re-appointment.

6. Members/Proxies/Authorized Representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in electronic mode are requested to write the Client ID and DP ID number and those who hold shares in physical mode are requested to write their folio number in the attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
7. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
9. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or bank mandates to the Company/RTA.

10. Members can avail of the nomination facility by filing Form SH-13, as prescribed under section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
11. Documents open for inspection: A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company; B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office 8 of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM. D. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
12. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
13. Copies of the Annual Report will be distributed at the AGM and Members may also note that this annual report will also be available on the Company's website <https://www.alfa.in>.
14. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.

15. The Register of members and the Share Transfer Books of the company will remain closed from Thursday, 24 July, 2025 to Wednesday, 30th July, 2025 (both days inclusive) for the purpose of Annual General Meeting.
16. Members are requested to send all communications relating to shares to the company's Share Transfer Agent (Physical and Electronic) to M/s MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata-700045, e- mail: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).
17. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below, during the e-voting period.
18. The Remote E-voting period commences on Saturday, 26th July, 2025 (10:00 am) and ends on Tuesday, 29th July, 2025 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote E-voting period, facility will be blocked.
19. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, 23rd July, 2025 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
20. At the venue of meeting, voting shall be done through ballot papers ("Polling Paper") and the members attending the meeting who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
21. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.
22. The Board of Directors has appointed M/s. Saroj Ray & Associates, Practising Company Secretaries, (FRN: P2001OR013200) Address- N-6/215, Ground Floor, IRC Village, Bhubaneswar - 751015, Odisha as the scrutinizer to the remote e-voting process, and voting at the venue of the Annual General Meeting in a fair and transparent manner.

23. Attendance slip, proxy form and the route map showing directions to reach the venue of the 43rd AGM is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.
24. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
25. In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for the period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. During the year under review, no claim shall lie against the Company for the said fund after the said transfer.
27. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website and are also available on company's website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
28. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

## 29. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 26th July 2025 at 10:00 A.M. and ends on 29th July, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd July 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd July 2025.

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login Type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**1. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (I) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (II) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.  
After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sraconsultants@gmail.com](mailto:sraconsultants@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@alfa.in](mailto:cs@alfa.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([cs@alfa.in](mailto:cs@alfa.in)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## General Guidelines for Shareholders

30. Dispatch of Notice and Annual Report through electronic means In accordance with, the General Circular No. 10/2022 dated 28th December 2022 , Circular No. 02/2022 dated 05 May 2022 and 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No.: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05th January 2023 issued by the Securities and Exchange Board of India (SEBI), owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of the Board of Directors, the Auditor's report or other documents required to be attached therewith), such statements including the Notice of the 43rd AGM of the Company along with the Annual Report 2024-25, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) or Company's RTA " M/s. MCS Share Transfer Agent Limited".
31. Request for updating email address, contact No., Bank Details, PAN No. and other details
- a) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent of the Company, viz., MCS Share Transfer Agent Limited at Email id:- mcssta@rediffmail.com, in case the shares are held by them in Physical form along with supporting Documents i.e. self-attested copy of the PAN Card and Aadhar Card, one additional self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder, one Utility Bill and one cancelled cheque. b) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details mcssta@rediffmail.com., Registrar and Share Transfer Agent of the Company at Email id:- helpdeskkol@mcsregistrars.com or Fax:033-40724050.

32. Voting Results The voting results shall be declared not later than 48 (Forty-Eight) hours from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at <https://www.alfa.in> and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorised by the Board in this regard and will simultaneously be forwarded to BSE Limited, where equity shares of the Company are listed.

By Order of the Board of Directors

Rajesh Kumar Sundarray  
Company Secretary & Compliance officer

Bhubaneswar, July 01, 2025

Registered Office:

Plot No. 3337, Mancheswar Industrial Estate,  
Rasulgarh, Bhubaneswar, Orissa, India, 751010

Email: [cs@alfa.in](mailto:cs@alfa.in), [info@alfa.in](mailto:info@alfa.in)

CIN: L31102OR1982PLC001151

## EXPLANATORY STATEMENT

The statement of Material facts pursuant to Section 102 (1) of the Act, relating to business mentioned under the Items 4 to 9 of the accompanying Notice.

### **In respect of Item No. 4:**

The present Authorized Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve crore) divided into 1,20,00,000 (One Crore Twenty Lakh Only) Equity Shares of Rs.10/- each and Paid up Share Capital of the Company is Rs. 9,15,06,450/- (Rupees Nine Crores Fifteen lakhs Six Thousand Four Hundred Fifty) comprising of 91,50,645 (Ninety-One lakhs Fifty thousand six hundred forty-five Equity Shares of Rs.10/- each.

The Board has planned for the Raising of fund of the Company. In this regard, the Board, at its meeting held on July 01, 2025 has also accorded its approval for increasing the Authorized Share Capital from Rs.12,00,00,000 (Rupees Twelve crore) to Rs. 15,00,00,000/- (Rupees Fifteen Crores) comprising of 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholder's approval.

Pursuant to the provisions of Section 13 & 61 (1)(a) of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the resolutions set out at Item No. 4 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

### **In respect of Item No. 5**

As per the provisions of Section 149,152,160 of the Companies Act, 2013 ('Act') and The Companies (Appointment and Qualification of Directors) Rules 2014 Clause 49 of Listing Agreement the Independent Directors shall hold office for a term up to five consecutive years on the Board of a company and are not liable to retire by rotation.

In the opinion of the Board, Mr. Prem Sagar Mishra fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Company has received from Mr. Prem Sagar Mishra:

- (I) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation in Form DIR-8 in term of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) A declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act 2013.

In the opinion of the Board, Mr. Prem Sagar Mishra fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is proposed to be appointed as Independent Director for 2 (two) years from the date of 43rd Annual General Meeting of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the matter related to appointment of Mr. Prem Sagar Mishra as an Independent Director is now being placed before the Members in General Meeting for their approval.

The Directors recommend the resolution set out in Item No. 5 of the accompanying notice for approval of members. Except Mr. Prem Sagar Mishra, no other Director/ Key Manager Personnel/their relatives are interested and concerned in the Resolution mentioned at item No. 5 in the Notice.

### **In respect of Item No. 6**

As per the provisions of Section 149,152,160 of the Companies Act, 2013 ('Act') and The Companies (Appointment and Qualification of Directors) Rules 2014 Clause 49 of Listing Agreement the Independent Directors shall hold office for a term up to five consecutive years on the Board of a company and are not liable to retire by rotation.

In the opinion of the Board, Mr. Rashmi Ranjan Satapathy fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Company has received from Mr. Rashmi Ranjan Satapathy:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation in Form DIR-8 in term of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and
- (iii) A declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act 2013.

In the opinion of the Board, Mr. Rashmi Ranjan Satapathy fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Director and is proposed to be appointed as Independent Director for 2 (two) years from the date of 43rd Annual General Meeting of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the matter related to appointment of Mr. Prem Sagar Mishra as an Independent Director is now being placed before the Members in General Meeting for their approval.

The Directors recommend the resolution set out in Item No. 5 of the accompanying notice for approval of members. Except Mr. Rashmi Ranjan Satapathy, no other Director/ Key Manager Personnel/their relatives are interested and concerned in the Resolution mentioned at item No. 5 in the Notice.

### **In Respect of Item No. 7, 8 & 9:**

To meet the funding requirements towards the proposed operational expenditures and for general corporate purposes, the Company proposes to avail financial assistance by way of unsecured loans as follows:

- ₹10,00,00,000 (Rupees Ten Crores only) from Mr. Dillip Kumar Das, Managing Director ("Lender");
- 
- ₹10,00,00,000 (Rupees Ten Crores only) from M/s. Galaxy Medicare Limited, a promoter of the Company;
- 
- ₹5,00,00,000 (Rupees Five Crores only) from M/s. Oricon Industries Private Limited, also a promoter of the Company.

The Company is in preliminary discussions with the aforementioned lenders for availing the financial facilities, which shall be subject to terms and conditions mutually agreed upon and formally recorded in the lending arrangements to be executed between the Company and the respective lenders. As per the proposed terms, the said facilities may be converted into fully paid-up equity shares of the Company upon the occurrence of any of the following events:

- a. Upon the Company's request to convert the outstanding loan into equity shares; or
- b. Upon the lender exercising the option to convert the whole or part of the outstanding loan into equity shares by giving a prior written notice of thirty (30) days to the Company.

The conversion, if and when exercised, shall be at a price to be determined at the time of such conversion in accordance with applicable laws.

In accordance with the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013, any increase in the subscribed capital of the Company arising out of the exercise of an option attached to a loan (which entitles the lender to convert such loan into shares), can only be effected if the terms of such loan including the conversion option are approved by way of a special resolution passed by the members of the Company prior to availing the loan.

Accordingly, the approval of the members is being sought by way of special resolutions under Item Nos. 7, 8, and 9 of the Notice, to authorize the conversion rights under the proposed loan arrangements with the respective lenders.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolutions, except Mr. Dillip Kumar Das, Managing Director, and his relatives to the extent of their shareholding in the Company, if any.

The Board recommends the special resolutions set out in Item Nos. 7, 8, and 9 of the accompanying Notice for the approval of the members.

Place : Bhubaneswar

Date : 01/07/2025

Registered Office :

Plot No. 3337, Mancheswar Industrial Estate,  
Rasulgarh, Bhubaneswar, Orissa, India, 751010

Email : cs@alfa.in, info@alfa.in

CIN : L31102OR1982PLC001151

By Order of the Board of Directors

**Rajesh Kumar Sundarray**

Company Secretary

## ANNEXURE TO THE NOTICE

### Particulars and additional information of the Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	Debasis Das	Prem Sagar Mishra	Rashmi Ranjan Satapathy
Category	Whole-time Director	Non-Executive Independent Director	Non-Executive Independent Director
Age	55		55
Date of first appointment	00402790	10931842	06371240
Date of last Reappointment	28/06/2004	03/02/2025	03/02/2025
Brief Profile of the Director	01/04/2023	NA	NA
Brief Profile of the Director	<p>HE has wide industrial experience in Transformers industry extending for a period of over 27 years and more. He is the whole time director of your Company.</p>	<p>He has extensive 12 years of experience in the banking and financial services sector, having worked with Axis Bank Ltd. and HDFC Bank Ltd. as a relationship manager.</p>	<p>Mr. Rashmi Ranjan Satapathy is a Practicing Company Secretary with over 15 years of extensive experience in legal, secretarial, and corporate governance matters. He is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI) and holds a Bachelor's degree in Commerce from Utkal University.</p>
Expertise in specific functional area, Skill & Capabilities	<p>Mr. Debasis Das is a highly accomplished professional with over three decades of extensive experience in the power industry. His deep-rooted passion for business and in-</p>	<p>He has over 12 years of experience in the banking and financial services sector, having served with reputed institutions like Axis Bank Ltd. and HDFC Bank Ltd. as a Relationship Manager. He has also been</p>	<p>Mr. Satapathy is a seasoned professional with demonstrated expertise in regulatory compliance, corporate structuring, and governance advisory. Throughout his career, he has played a pivotal role</p>

	<p>depth industry knowledge have been instrumental in positioning Alfa Transformers Limited as a prominent player in the power sector. He brings with him exceptional expertise in sales and marketing, having successfully led these functions for many years. His strategic vision, customer-centric approach, and proven leadership in business development have significantly contributed to the Company's growth and sustained market presence.</p>	<p>associated with the Motilal Oswal Group as a Business Partner, further deepening his understanding of financial markets and investment strategies. His financial acumen enables him to provide valuable insights into capital structuring, fund raising, and risk management. He brings to the Board a strong ability to evaluate financial proposals and guide strategic financial decisions. His dual expertise in both the power sector and financial domain makes him a well-rounded advisor for the Company's overall business strategy.</p>	<p>in guiding companies through complex legal and statutory frameworks, ensuring robust compliance and long-term sustainability. His deep understanding of corporate laws, SEBI regulations, and governance principles has enabled organizations to maintain high standards of transparency, accountability, and ethical conduct. His strategic insights into regulatory trends and proactive compliance practices have consistently helped companies avoid legal pitfalls and maintain regulatory goodwill.</p>
Qualification	Post Graduate	Post Graduate	Post Graduate
Directorship held in other Companies (including Foreign and Private Companies) (as on March 31, 2025)	<p>1. Gamma Electrical Equipment Private Limited- Director 2. Duracoat Petrochemicals Private Limited- Director 3. Abgt Energy Solutions Private Limited- Director</p>	NIL	NIL

Membership/ chairmanship of the Committees of the Board of other Public Companies (as on March 31, 2025)	NIL	NIL	NIL
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