



# STAR DELTA TRANSFORMERS LTD.

Regd. Office : 92-A, Industrial Area, Govindpura, Bhopal-462 023 (M.P.) INDIA  
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e-mail : star.delta@rediffmail.com, star.deltaeng@gmail.com  
info@stardeltatransformers.com,  
website : www.stardeltatransformers.com, CIN-L31102MP1977PLC001393



Date: September 03, 2020

To,  
M/s BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001  
Phones: 91-22-22721233/4  
Email:corp.relations@bseindia.com

SCRIP CODE: 539255

**Subject: Submission of the Notice of the 44<sup>th</sup> (Forty-Fourth) Annual General Meeting ("AGM") of the Company scheduled to be held on Tuesday, September 29, 2020**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 44<sup>th</sup> Annual General Meeting (AGM) of the Company, scheduled to be held on Tuesday, September 29, 2020 at 02.00 p.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM")

In view of the outbreak of COVID-19, The requirements of sending physical copy of Notice of the 44<sup>th</sup> AGM and Annual Report for financial year 2019-20 to the Members have been dispensed with by the Ministry of Corporate Affairs, vide its Circular No. 20/2020 dated 5 May 2020 read with Circular Nos. 14/2020 dated 8 April 2020 and 17/2020 dated 13 April 2020 and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 (collectively referred to as "Circulars"). Hence in compliance with the abovementioned Circulars, the Company has commenced the dispatch of the Notice of 44<sup>th</sup> AGM along with Annual Report for the financial year 2019-20 to its Members whose e-mail addresses were registered with the Company/the Depository Participant(s) as on August 28, 2020, electronically through e-mail only in a pdf version, today viz. Thursday, September 03, 2020.

The pdf version of the Notice of the 44<sup>th</sup> AGM and the Annual Report for financial year 2019-20 are also available on the website of the Company at [www.stardeltatransformers.com/investers.php](http://www.stardeltatransformers.com/investers.php).

Kindly acknowledge the receipt and take the above information in your record.

Thanking you,

Your's faithfully,  
For Star Delta Transformers Limited

Priya Solanki  
Company Secretary & Compliance officer

Encl: As above





## STAR DELTA TRANSFORMERS LIMITED

CIN: L31102MP1977PLC0013963

REGT. OFFICE: 92-A, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462023 (M.P) INDIA

TEL.: (0) 0755-2586680, 4261016, 2587343, 4261003, FAX: (0755)2580059

Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com), Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)

### NOTICE OF 44<sup>th</sup> (FORTY- FOURTH) ANNUAL GENERAL MEETING

#### Dear Members,

Notice is hereby given that the 44<sup>th</sup> (Forty- Fourth) Annual General Meeting of Star Delta Transformers Limited will be held on **Tuesday, September 29, 2020 at 02.00 P.M.**, IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The Venue of the meeting shall be deemed to be the registered office of the Company at 92-A, Industrial area, Govindpura, Bhopal-462023.

#### AS ORDINARY BUSINESS:

#### **Item No. 1: Adoption of Audited Financial Statements together with the reports of Board's of Directors and the Auditor's thereon;**

To review, consider and adopt the Audited Financial Statements of the Company for the financial year Ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.

#### **Item No. 2. Re-appointment of Mr. Kishore Gupta (DIN: 00014205), as a "Director", liable to retire by rotation, who has offered himself for re-appointment:**

To appoint a Director in place of Mr. Kishore Gupta (DIN: 00014205), who retires by rotation and being eligible, offers himself for reappointment.

#### AS SPECIAL BUSINESS

#### **Item No. 3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2021;**

To Consider and, if thought fit, to pass the following resolution as a "**Ordinary Resolution**":

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors on recommendation of Audit committee and set out in the Explanatory Statement annexed to the Notice convening 44<sup>th</sup> AGM, to be paid to the M/s Sanjay Kasliwal and Associates, Cost Auditor of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2021, be and is hereby ratified/confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **Item No. 4. Appointment of Mr. Ajay Gupta (Din: 03644871) as an "Independent Director" of the Company.**

To Consider and, if thought fit, to pass the following resolution as a "**Ordinary Resolution**":

**"RESOLVED THAT** in pursuance of the provisions of Sections 149, 152, 160 and 161 and other applicable provision, if any, of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules framed thereunder, as may be applicable, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions of Articles of Association of the Company, Mr. Ajay Gupta, (DIN: 03644871) who was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from March 26, 2020 and who hold office till the date of this Annual General Meeting under section 161 of the Act, and who being eligible to be appointed as Director has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, Proposing his candidature for the office of the Independent Director and on recommendation of Nomination and Remuneration committee of the Company, be and is hereby appointed as an “Independent Director” of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, commencing from March 26, 2020 upto March 25, 2025 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to execute and issue any letters, papers, documents and/or such other papers, as may be necessary in connection with the appointment of Mr. Ajay Gupta, (DIN: 03644871) and to do all such acts, deeds matters and things as may be necessary and expedient to give effect to this resolution.”

**Item No. 5. Appointment of Mr. Ankur Chouksey (DIN: 08703922) as an “Independent Director” of the Company.**

To Consider and, if thought fit, to pass the following resolution, with as a “**Ordinary Resolution**” :

“**RESOLVED THAT** in pursuance of the provisions of Sections 149, 152, 160 and 161 and other applicable provision, if any, of the Companies Act 2013 (“the Act”), read with Schedule IV to the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules framed thereunder, as may be applicable, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions of Articles of Association of the Company, Mr. Ankur Chouksey, (DIN: 08703922) who was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from March 26, 2020 and who hold office till the date of this Annual General Meeting under section 161 of the Act, who being eligible to be appointed as Director and has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, Proposing his candidature for the office of the Independent Director and on recommendation of Nomination and Remuneration committee of the Company, be and is hereby appointed as an “Independent Director” of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years commencing from March 26, 2020 upto March 25, 2023 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to execute and issue any letters, papers, documents and/or such other papers, as may be necessary in connection with the appointment of Mr. Ankur Chouksey, (DIN: 08703922) and to do all such acts, deeds matters and things as may be necessary and expedient to give effect to this resolution.”

**Item No. 6. Appointment of Mr. Mayank Gupta (DIN:00244850) as an “Director” (Executive) of the Company and fixing his minimum remuneration.**

To Consider and, if thought fit, to pass the following resolution, with as a “**Special Resolution**” :

“**RESOLVED THAT** in pursuance of the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”), read with Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules framed thereunder, as may be applicable, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and the provisions of Articles of Association of the Company, Mr. Mayank Gupta (DIN:00244850) who was appointed as an Additional Director (Executive) of the Company w.e.f. April 24, 2020 and who hold office till the date of this Annual General Meeting under section 161 of the Act, and in respect of

whom the Company has received a notice in writing from a member under section 160 of the Act, Proposing his candidature for the office of Director, and on the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, be and is hereby appointed as an "Director" (Executive) of the Company, liable to retire by rotation, with effect from April 24, 2020 on such terms and conditions and Terms of Remuneration as set out in this resolution and the explanatory statement annexed hereto forming part of this resolution notwithstanding if the total remuneration exceeds the overall limit of 1% (one percent) of the net profit of the company as applicable in accordance with provisions of Sections 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything contained in section 197, 198 and Schedule V of the Act, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned in the explanatory statement annexed hereto forming part of this resolution shall be paid as minimum remuneration to Mr. Mayank Gupta (DIN:00244850), without obtaining any further approval of the members in any Financial year.

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to pay annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned in the explanatory statement annexed hereto forming part of this resolution to Mr. Mayank Gupta (DIN:00244850), Executive Director of the Company and being promoter of the Company, as minimum remuneration notwithstanding that the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to execute and issue any letters, papers, documents and/or such other papers, as may be necessary in connection with the appointment of Mr. Mayank Gupta (DIN:00244850) and to do all such acts, deeds matters and things as may be necessary and expedient to give effect to this resolution."

**Item No. 7: Re-appointment of Mr. Kishore Gupta, (Din: 00014205) as a "Chairman and Managing Director" of the Company and fixing his minimum remuneration.**

To Consider and, if thought fit, to pass the following resolution as a "**Special Resolution**":

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other Rules framed thereunder, as may be applicable, the applicable and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), as amended from time to time, provisions of Articles of Association of the Company and pursuant to recommendation of Nomination and Remuneration committee of the Company, the Consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Kishore Gupta (Din: 00014205) as a Chairman and Managing Director of the Company for another term of 5 (Five) consecutive years commencing from March 26, 2020 upto March 25, 2025 (both days inclusive), on such terms and conditions and Terms of Remuneration as set out in this resolution and the explanatory statement annexed hereto forming part of this resolution notwithstanding if the said limits of remuneration are in excess of the limits prescribed under Sections 197, Schedule V and any other applicable provisions and Rules, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything contained in section 197, 198 and Schedule V of the Act or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned in the explanatory statement annexed hereto forming part of this resolution shall be paid as minimum remuneration to Mr. Kishore Gupta (DIN: 00014205), without obtaining any further approval of the members for the period commencing from March 26, 2020 upto March 25, 2023 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to pay annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned in the explanatory statement annexed hereto forming part of this resolution to Mr. Kishore Gupta (DIN: 00014205), Managing Director of the Company and being promoter of the Company, as minimum remuneration notwithstanding that the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to execute and issue any letters, papers, documents and/or such other papers, as may be necessary in connection with the appointment of Mr. Kishore Gupta (DIN: 00014205), and to do all such acts, deeds matters and things as may be necessary and expedient to give effect to this resolution.”

**Item No. 8: Reappointment of Mr. Rakesh Gupta (DIN: 00014139) as whole time Director and fixing his minimum remuneration.**

To consider and, if thought fit, to pass the following resolution as a “**Special Resolution**”:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other Rules framed thereunder, as may be applicable, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), as amended from time to time, provisions of Articles of Association of the Company and pursuant to recommendation of Nomination and Remuneration committee of the Company, the Consent of the Members of the Company be and is hereby accorded for reappointment of Mr. Rakesh Gupta (DIN: 00014139) as a Whole time Director of the Company for another term of 5 (Five) consecutive years commencing from September 29, 2020 upto September 28, 2025 (both days inclusive) on such terms and conditions and Terms of Remuneration as set out in this resolution and the explanatory statement annexed hereto forming part of this resolution notwithstanding if the said limits of remuneration are in excess of the limits prescribed under Sections 197, Schedule V and any other applicable provisions and Rules, if any, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything contained in section 197, 198 and Schedule V of the Act, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned in the explanatory statement annexed hereto forming part of this resolution shall be paid as minimum remuneration to Mr. Rakesh Gupta (DIN: 00014139), without obtaining any further approval of the members for the period commencing from September 29, 2020 upto September 28, 2023 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to pay annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned in the explanatory statement annexed hereto forming part of this resolution to Mr. Rakesh Gupta (DIN: 00014139), Whole Time Director of the Company and being promoter of the Company, as minimum remuneration notwithstanding that the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to execute and issue any letters, papers, documents and/or such other papers, as may be necessary in connection with the appointment of Mr. Rakesh Gupta (DIN: 00014139), and to do all such acts, deeds matters and things as may be necessary and expedient to give effect to this resolution.”

**Item No. 9: To increase the limit for granting loan or advances, and to provide guarantee or Security under section 185 of Companies Act, 2013.**

To Consider and, if thought fit, to pass the following resolution as a **“Special Resolution”**.

**“RESOLVED THAT** pursuant to Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), read with Companies (Amendment) Act, 2017 and and such other Rules framed thereunder, as may be applicable, and in supersession of the Special Resolution passed by the Members of the Company at the 43<sup>rd</sup> Annual General Meeting held on September 27, 2019, the consent of the members of the Company be and hereby accorded to authorize the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan to taken by Majestic Leasing Company Private Limited, Bhopal Wire Private Limited and ARK Transformers Private Limited, being a person’s covered under the category of “any person in whom any of the director of the company is interested”, as defined in the explanation to subsection 2 of Section 185 of the Companies Act, 2013, upto an aggregate Outstanding amount not exceeding ₹ 60,00,00,000 (Rupees Sixty Crore only) at any point of time together with the Loan/Guarantee/investment made so far under this section, in one or more tranches, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans/guarantee/security given by the Company shall be utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned loans/ guarantees/investment(s) (collectively “Transaction”) including the timing, the amount and other terms and conditions of such Transaction and also to take all other decisions including varying the terms of any of them, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid Transaction and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Item No. 10: To increase the limit for granting loan or advances, and to provide guarantee or Security under section 186 of Companies Act, 2013.**

To Consider and, if thought fit, to pass the following resolution as a **“Special Resolution”**.

**“RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and other rules framed thereunder, as may be applicable, the consent of the members of the Company be and is hereby accorded to the Company, to give any loan to any person or other body corporate from time to time on such terms and conditions as it may deem expedient in one or more tranches, to give any guarantee or provide security in connection with a loan to any other body corporate or person in one or more tranches and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in one or more tranches, such that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board shall not exceed ₹ 80,00,00,000 (Rupees Eighty Crore only) at any point of time, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board exceed limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned loans/ guarantees/investment(s) (collectively “Transaction”)

including the timing, the amount and other terms and conditions of such Transaction and also to take all other decisions including varying the terms of any of them, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid Transaction and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Item No. 11: To approve entering into Material Related Party Transactions.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of and on dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and on the basis of approval and recommendation of the Audit Committee, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into Material Related Party Contract(s)/Transaction(s)/Arrangement(s)/ Agreement(s) with Majestic leasing Company private limited, a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015, in ordinary course of business and on arms length basis, in the nature of providing or availing loan(s)/advance(s), providing or availing guarantee(s) or security(ies) for loans taken/given by the Company, making of investment(s), or any other kind of transaction(s) for transfer of resources, services or obligations (“Related Party Transactions”), starting from April 1, 2020 and every financial year thereafter, such that the maximum value of the Related Party Transactions with Majestic leasing Company private limited, in aggregate, does not exceed ₹ 30,00,00,000 (Rupees Thirty Crore only) during any one financial year, notwithstanding that the Related Party Transactions entered/to be entered into, individually or taken together with previous transactions with Majestic leasing Company private limited, during any one financial year exceed 10% of the annual audited consolidated turnover of the Company, on such terms and conditions as may be mutually agreed between Majestic leasing Company private limited and the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, agreements, contracts, applications, documents, papers, forms, and writings that may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard and to delegate all or any of its powers conferred by this Resolution to any Director(s) or to any Committee(s) and/or any Key Managerial Personnel or officer(s) of the Company as it may consider appropriate to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

**Registered Office:**

**92-A, Industrial Area, Govindpura,  
Bhopal-462023 (M.P) INDIA  
Tel.: (0) 0755-2586680, 4261016,  
Fax: (0755)2580059  
Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com),  
Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)**

**By order of the Board of Directors  
For Star Delta Transformers limited**

**Kishore Gupta  
Chairman & Managing Director  
DIN: 00014205**

**Place: Bhopal**

**Date: August 20, 2020**

**NOTES AND SHAREHOLDER INFORMATION:****1. Annual General Meeting (“AGM”) through video conferencing (“VC”) or any other audio-visual means (“OAVM”):**

In view of the outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs has, vide its Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) and MCA Circulars, the 44<sup>th</sup> (Forty Fourth) AGM of the Company is being held through VC / OAVM. The VC AGM shall be deemed to be convened at the venue as stated in the Notice of the 44<sup>th</sup> (Forty- Fourth) AGM.

The National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained hereunder and is also available on the website of the Company at [www.stardeltatransformers.com](http://www.stardeltatransformers.com).

**2. Dispatch of Notice and Annual Report through electronic means**

Pursuant to Sections 101 and 136 of the Act read with rules framed thereunder and Regulation 36(1) of the SEBI (LODR) Regulations, 2015, in compliance with the said MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“SEBI Circular”), 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 44<sup>th</sup> AGM of the Company along with the Annual Report 2019-20, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).

**3. 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., M/s. Link Intime Private Limited (“Link Intime”) at Email id:- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or Fax : 022 -4918 6060 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 to Link Intime co. Pvt. Ltd., Registrar and Share Transfer Agent of the Company at Email id:- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or Fax : 022 -4918 6060.

**4. Web link to access Notice of 44<sup>th</sup> AGM and Annual Report**

Members may note that the Notice of the 44<sup>th</sup> AGM along with the Annual Report 2019-20 is uploaded and available electronically at the following links:

Company’s website	<a href="http://www.stardeltatransformers.com">www.stardeltatransformers.com</a>
Website of stock exchanges where equity shares of the Company are listed	<a href="http://www.bseindia.com">www.bseindia.com</a>
Website of National Securities Depository Limited	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>



**5. Registrar and Share Transfer Agent**

The Company's Registrar and Share Transfer Agent for its share registry work is Link Intime India Private Limited.

M/s. Link Intime India Private Limited ("Link Intime")

Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083.

E-mail ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Phone: +91 22 4918 6000 / 6200

Fax: 02249186060

Queries relating to the equity shares of the Company or other correspondence may be addressed to the Company's Registrar and Share Transfer Agent: Link Intime at their correspondence details given above or to the Company's investor desk at: [star.delta@rediffmail.com](mailto:star.delta@rediffmail.com).

**6. Explanatory Statement and details of Directors seeking appointment/re-appointment:**

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to Special Businesses under Item Nos. 3 to 11 of the accompanying Notice are annexed hereto.

Further, additional information pursuant to Regulations 26(4) and 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at this AGM as mentioned in Item No. 2,4,5,6,7,8, of this AGM Notice are also annexed hereto.

**7. Proxy Form, Attendance Slip and Route Map:**

Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

**8. Corporate Representations**

Pursuant to the provisions of Section 113 of the Act, the Members who are Body Corporates/companies and who intend to attend the 44<sup>th</sup> AGM through VC and vote through remote e-voting, are requested to send, to the Company scanned copy of the relevant Board Resolution/ Authority letter etc. in PDF/JPG format with details and proofs of authorised signatory(ies) who shall attend and vote on their behalf, to the Company by e-mail to [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com) or to the Scrutinizer by e-mail to [piyush@dpaandassociates.com](mailto:piyush@dpaandassociates.com) with a copy marked to NSDL by e-mail : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or upload the same on the e-voting portal.

Institutional Members and Corporate Members are encouraged to attend the 44<sup>th</sup> AGM through their Authorised Representatives.

**9. Joint Holders:**

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.

**10. Dividend on equity shares for the financial year ended March 31, 2020:**

Directors have not recommended any Dividend on Equity Shares of the Company for financial year ended March 31, 2020.

**11. Quorum:**

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**12. Documents for Inspection:**

Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which

the Directors are interested, maintained under Section 189 of the Act may please be sent to [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com).

All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis of request being sent on [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com).

### 13. Book Closure:

The Register of members and the Share Transfer Books of the company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting.

### 14. Green Initiative:

Members are requested to support the GREEN Initiative by registering/updating their e-mail address with the Depository Participant (in case of equity shares held in dematerialised form) or with Link Intime co. Pvt. Ltd., Registrar and Transfer Agent (in case of equity shares held in physical form).

This initiative would enable the Members to receive Company communications promptly besides protecting the environment by reducing consumption of paper.

### 15. Nomination

Members can avail facility of nomination in respect of equity shares held by them pursuant to Section 72 of the Act and rules made thereunder.

**Members holding equity shares in dematerialised form** may contact their respective Depository Participant for availing this facility.

**Members holding equity shares in physical form** desiring to avail this facility may send their nominations in the prescribed Form No. SH-13 duly filled in, to Link Intime at the above-mentioned address.

### 16. Transfer to investor education and provident fund:

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, the Company in compliance with the aforesaid provisions and the said Rules, has transferred 11049.50 along with Interest amount of ₹ 1181/- to Investor Education and Protection Fund ("IEPF") for the Financial Year 2011-12.

Shareholders are informed that the dividend amount for the Financial Year 2012-13 remaining unclaimed shall become due for transfer on November 4, 2020 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of Section 124 of the Companies Act, 2013, on expiry of 7 (seven) years from the date of its declaration. Shareholders are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for the period of 7 (seven) years from the dates they became first due for payment.

Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2012-13 is requested to approach the Company / the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before October 31, 2020. The Company has already send reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF in the due course.

The details of Dividend declared from the Financial Year 2012-13 onwards and the dividend lying unpaid and unclaimed as on March 31, 2020 are as under: (Amount in ₹)

Financial Year	Date of Declaration	Amount of Dividend	Amount lying in the Unpaid Dividend	Last Date for claiming Unpaid/

	of Dividend	declared per equity share	Account as on March 31, 2020	Unclaimed dividend
2012-13	28/09/2013	0.50	36428.50	04/11/2020
2013-14	30/09/2014	0.50	41631.00	06/11/2021
2014-15	30/09/2015	0.50	35234.50	06/11/2022

There is a separate section under Company's Website to disseminate all Information in relation to IEPF such as Unpaid and Unclaimed Dividend, Shares transferred or liable to be transferred, advertisement, notices etc. Details of the same can be accessed from the website of the company at [www.stardeltatransformers.com/iepf.php](http://www.stardeltatransformers.com/iepf.php). The Company has uploaded the Shareholder wise details of said unpaid and unclaimed amounts lying with the Company as on March 31, 2020 on the website of the Company at: [www.stardeltatransformers.com/iepf.php](http://www.stardeltatransformers.com/iepf.php)

Members who have not en cashed their dividend(s) so far in respect of the aforesaid period(s), are requested to make their claim to the at its registered office 92A, Industrial Area, Govindpura Bhopal - 462023 ph: 0755-2586680 Email : star.delta@rediffmail.com or to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited at C 101, 247 Park LBS Marg, Vikhroli west Mumbai 400083, Ph. No.: +9122 49186270, Email: iepf.shares@linkintime.co.in well in advance of the above due dates.

The Nodal Officer of the Company for coordination with IEPF Authority is Mr. Rakesh Gupta-CFO of the Company and following are the contact details:

Email ID: star.delta@rediffmail.com/ cs.sdtl77@gmail.com

Telephone No.: +91-755-2586680

#### **17. Compulsory Transfer Of Equity Shares To Investor Education And Protection Fund ("Iepf") Suspense Account:**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

The Company in compliance with the aforesaid provisions and the said Rules has transferred 683 (Six hundred and Eighty Three) Equity Shares of the Face Value of `10/- each belonging to 184 (One Hundred and Eighty Four) Shareholders underlying the unclaimed dividends for the Financial Year 2011-12 to Investor Education and Protection Fund (IEPF) authority.

Attention is drawn to the shareholders of the Company that Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2012-13 is requested to approach the Company / the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before October 31, 2020. The Company has already send reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF in the due course. If Company will not receive any Communication from any shareholders of whom Dividend has been unpaid and unclaimed since 2012-13, the Company in Compliance with abovementioned rules will transfer all Equity Shares transferred to the IEPF.

Shareholders may note that the dividend and Equity Shares transferred to the IEPF can be claimed back by the concerned Shareholders from the IEPF Authority after complying with the procedure prescribed under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

#### **18. Transfer of securities only in demat mode**

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, has mandated that securities of listed companies can be transferred only in dematerialized form from April 1, 2019, except in case of transmission and transposition of securities. 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. Members can contact the Company or Registrar and Share Transfer Agents of the Company for assistance in this regard.

Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

#### **19. Ratification of appointment of Statutory Auditors**

The Requirement to place the matter relating to ratification of appointment of Auditors by members at every Annual General meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, No resolution is proposed for ratification of appointment of M/s. S. L. Khabya & Co., Chartered Accountants (FRN: 000004C) Statutory Auditors, who were appointed in the 41<sup>st</sup>, Annual General Meeting, held on September 28, 2017 to hold office till the conclusion of the Annual General Meeting to be held for Financial Year ended March 31, 2022.

#### **20. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 44<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

The remote e-voting period will be commences on Saturday, September 26, 2020 (at 9.00 a.m. IST) and ends on Monday September 28, 2020 (at 5.00 p.m. IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Tuesday, September 22, 2020, may cast their votes by remote e-voting.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Tuesday, September 22, 2020 (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.

The e-voting shall also be made available at the 44<sup>th</sup> AGM and the Members attending the 44<sup>th</sup> AGM through VC who have not cast their votes by remote e-voting shall only be able to exercise their voting rights during the 44<sup>th</sup> AGM.

Note: A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the 44<sup>th</sup> AGM. Members who have already cast their votes by remote e-voting are eligible to attend the 44<sup>th</sup> AGM through VC. However, these Members are not entitled to cast their vote again at the 44<sup>th</sup> AGM.

#### **A. THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:**

The remote e-voting period begins on Saturday, September 26, 2020 (at 9.00 a.m. IST) and ends on Monday September 28, 2020 (at 5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

#### **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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**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 'Shareholders/members' section.
3. A new screen will open. You will have to enter your User ID, your Password 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>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***

5. Your password details 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 8 digit 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'.
  - d) If your email ID is not registered, please follow steps mentioned below in "process for those members 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.
  - 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.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

1. Institutional members (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 [piyush@dpaandassociates.com](mailto:piyush@dpaandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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/member and e-voting user manual for Shareholders/member available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to NSDL officials Mr. Pratik Bhatt at designated email ID: [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or at telephone nos. : +91-22-24994890.

**Process for those members 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 Company's mail id [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com) or to Registrar and Share Transfer Agent of the Company at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.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 your Depository Participant (DP).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members can join the AGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com) . The same will be replied by the company suitably.
7. Members, who would like to express their views or ask questions / queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the 44<sup>th</sup> AGM, need to register themselves as a speaker Shareholder by sending their written requests from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, at Company's investor desk at [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com) at least 48 hours in advance before the start of the 44<sup>th</sup> AGM i.e. by September 28, 2020 by 10:00 a.m. (IST).
8. Only those Members who have registered themselves as a speaker will be allowed to ask questions during the 44<sup>th</sup> AGM, depending upon the availability of time. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate for smooth conduct of the 44<sup>th</sup> AGM.
9. Members who need assistance before or during the AGM, can contact NSDL on their Toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact NSDL officials Mr. Pratik Bhatt at designated email ID: [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or at telephone nos. : +91-22-24994890. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.

## **21. Scrutinizer for voting**

The Board of Directors has appointed CS Piyush Bindal, Practicing Company Secretary, proprietor of M/s. Piyush Bindal & Associates (Membership No. 6749; CP No. 7442), Address- S-12, 2<sup>nd</sup> Floor, Gurukripa Plaza, Zone-II, M.P Nagar Bhopal - 462011 as the scrutinizer to the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.

## **22. Voting Results**

The voting results shall be declared not later than 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 [www.stardeltatransformers.com](http://www.stardeltatransformers.com) 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.

## **23. Queries**

Queries on Financial Statements and proposals in this Notice, if any, may be sent to the Company at [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com) at least 48 hours before the 44<sup>th</sup> AGM i.e. by September 28, 2020 by 10:00 a.m. (IST) so as to enable the Board/ Management to respond suitably.

24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 29, 2020.

### **Registered Office:**

**92-A, Industrial Area, Govindpura,  
Bhopal-462023 (M.P) INDIA  
Tel.: (0) 0755-2586680, 4261016,  
Fax: (0755)2580059  
Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com),  
Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)**

**By order of the Board of Directors  
For Star Delta Transformers limited**

**Kishore Gupta  
Chairman & Managing Director  
DIN: 00014205**

**Place: Bhopal**

**Date: August 20, 2020**



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**ANNEXURE TO THE NOTICE FOR THE 44<sup>th</sup> (FORTY FOURTH) ANNUAL GENERAL MEETING (AGM) OF  
STAR DELTA TRANSFORMERS LIMITED**

**Explanatory Statement**

(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2021:**

The Board of Directors, on recommendation of the Audit committee has approved the appointment of M/s. Sanjay Kasliwal, cost Accountant as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21.

In accordance with the provisions of Section 148 of the Act read with 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/confirmed by the members of the Company.

Board approved and recommended the remuneration of ₹ 30250/- (Rupees Thirty thousand two hundred and fifty) per annum plus out of pocket expenses that may be incurred, to M/s. Sanjay Kasliwal.

Accordingly, ratification/confirmation by the members is sought for the remuneration payable to the Cost Auditors by passing an Ordinary Resolution.

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.

The Board Recommends the ordinary Resolution set out at Item No. 3 of the Notice for approval by the members of the Company.

**Item No. 4. Appointment of Mr. Ajay Gupta (Din: 03644871) as an “Independent Director “ of the Company.**

The Board of Directors, on recommendation of the Nomination and remuneration committee, had appointed Mr. Ajay Gupta (Din: 03644871) as an Additional Director (Non-Executive, Independent Director) of the Company with effect from March 26, 2020 to hold office till the conclusion of the this Annual General under section 161 of the Companies Act, 2013 (“the Act”) and subject to the approval of the members in this 44<sup>th</sup> Annual General Meeting, for appointment as an Independent Director to hold office for the period of 5 consecutive years commencing from March 26, 2020 upto March 25, 2025 (both days inclusive), not liable to be retire by rotation.

The Company has received the consent from Mr. Ajay Gupta (Din: 03644871) as required under the provisions of Section 149(6) Companies Act, 2013 (“the Act”) and the Rules framed thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

In the opinion of the Board of Directors Mr. Ajay Gupta (Din: 03644871) fulfills the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The Company is in receipt of notice in writing from the member of the Company under Section 160 of the Act, Proposing his candidature for the office of the Independent Director.

Mr. Ajay Gupta presence on the Board would bring most discipline and Management to the Board as well as in the Company. He has a vast Experience in the field of Accounting, Administration and Management. Your Directors state that Mr. Ajay Gupta who is proposed to be appointed as Non-Executive, Independent Director

possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Other details and terms and conditions of appointment of Mr. Ajay Gupta (Din: 03644871) as stipulated under Regulation 26(4) and 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure-A** to this Explanatory Statement and should be taken and read as part hereof.

The terms and conditions of appointment will be available on request at cs.sdtl77@gmail.com till the conclusion of the AGM, without any fee.

Except Mr. Ajay Gupta, 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.

The Board Recommends the **ordinary Resolution** set out at Item No. 4 of the Notice for approval by the members of the Company.

**Item No. 5. Appointment of Mr. Ankur Chouksey (DIN: 08703922) as an “Independent Director “ of the Company**

The Board of Directors, on recommendation of the Nomination and remuneration committee, had appointed Mr. Ankur Chouksey (DIN: 08703922) as an Additional Director (Non-Executive, Independent Director) of the Company, with effect from March 26, 2020 to hold office till the conclusion of this Annual General Meeting under section 161 of the Companies Act, 2013 (“the Act”) and subject to the approval of the members in this 44<sup>th</sup> Annual General Meeting, for appointment as an Independent Director to hold office for a term period of 3(Three) consecutive years commencing from March 26, 2020 upto March 25, 2023 (both days inclusive), not liable to be retire by rotation.

The Company has received the consent from Mr. Ankur Chouksey (DIN: 08703922) as required under the provisions of Section 149(6) of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

In the opinion of the Board of Directors Mr. Ankur Chouksey (DIN: 08703922) fulfills the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

The Company is in receipt of notice in writing from the member of the Company under Section 160 of the Act, Proposing his candidature for the office of the Independent Director.

Mr. Ankur Chouksey aged about 26 is a Qualified Company Secretary and has an experience in the field of Corporate law and Finance. Your Directors state that Mr. Ankur Chouksey who is proposed to be appointed as Non-Executive, Independent Director possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Other details and terms and conditions of appointment of Mr. Ankur Chouksey (DIN: 08703922) as stipulated under Regulation 26(4) and 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure-A** to this Explanatory Statement and should be taken and read as part hereof.

The terms and conditions of appointment will be available on request at cs.sdtl77@gmail.com till the conclusion of the AGM, without any fee.

Except Ankur Chouksey, 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.

The Board Recommends the **ordinary Resolution** set out at Item No. 5 of the Notice for approval by the members of the Company.

**Item No. 6: Appointment of Mr. Mayank Gupta (DIN:00244850) as an “Director” (Executive) of the Company and fixing his minimum remuneration.**

The Board of Directors, on recommendation of the Nomination and remuneration committee, had appointed Mr. Mayank Gupta (DIN:00244850) as an Additional Director (Executive) of the Company, with effect from April 24, 2020 to hold office till the conclusion of the this Annual General Meeting and subject to the approval of the members in this 44<sup>th</sup> Annual General Meeting, for appointment as an Executive Director of the Company.

The Company has received the consent from Mr. Mayank Gupta (DIN:00244850) to act as a Director of the Company and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

The Company is in receipt of notice in writing from the member of the Company under Section 160 of the Act, Proposing his candidature for the office of the Director (Executive).

Mr. Mayank Gupta (DIN: 00244850) is a Promoter of the Company and worked as the Vice President of the Company for almost 10 years. He has done B.E and MBA. He has an Experience of 10 years in the Production, Management and Marketing in the same field/business in which the Company is engaged. Your Directors state that Mr. Mayank Gupta who is proposed to be appointed as Executive Director possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Director.

Other details and terms and conditions of appointment of Mr. Mayank Gupta (DIN:00244850) as stipulated under 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure-A** to this Explanatory Statement and should be taken and read as part hereof.

**Minimum Remuneration:**

**I. REMUNERATION**

**Basic Salary:** ₹ 1,20,000/- (Rupees one Lakh Twenty thousand only) per Month (i.e. ₹ 14,40,000/- per annum) w.e.f April 24, 2020 with an increase of 10% per annum.

**Perquisites/Benefits:** In addition to the Basic salary, Mr. Mayank Gupta would be paid/entitled to the following Perquisites/Benefits/allowances upto an total amount of ₹ 5,00,000 (Rupees Five lakh only) Per Annum:

- Reimbursement of hospitalization and major medical expenses incurred including Overseas Medical Expenses, if any,
- Car Facility and reimbursement of Travelling Expenses
- Reimbursement of Residential Utilities Bill (E.g. gas, electricity and water charges)
- Leave Travel Concession/Allowance,
- Telephone at residence/Cellular phones
- Contribution to Provident Fund per the Rules of the Company
- Leave and encashment of unutilized leave as per the Rules of the Company.
- Any other Perquisites, allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide

**Performance Linked Bonus:**

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Mayank Gupta may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

**II. OVERALL REMUNERATION:**

The aggregate of salary, perquisite, benefits, allowances and Performance linked Bonus, if any, as mentioned above be paid to Mr. Mayank Gupta as a Overall Remuneration notwithstanding if it exceeds the overall limit of 1% (one percent) of the net profit of the company as applicable in accordance with provisions of Sections 197, 198 and any other applicable provisions, if any, of the Companies Act 2013.

**III. Minimum Remuneration**

- i. notwithstanding anything contained in section 197, 198 and Schedule V of the Companies Act, 2013 ('Act') of the Companies Act 2013, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and Performance linked Bonus, if any, as mentioned above be paid as minimum remuneration to Mr. Mayank Gupta (DIN:00244850), without obtaining any further approval of the members of the Company.
- ii. Pursuant to the Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned above shall be paid as minimum Remuneration to Mr. Mayank Gupta (DIN:00244850), Executive Director of the Company and being promoter of the Company, notwithstanding that the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

**IV. OTHER TERMS OF APPOINTMENT:**

- i. As the Executive Director of the Company will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- ii. Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months' remuneration in lieu thereof.

In accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 and other applicable regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), proposed appointment and terms of remuneration payable to Mr. Mayank Gupta require approval of the Members by way of a Special Resolution. Hence, the members is requested to pass the Special Resolution Accordingly.

The terms and conditions of appointment will be available on request at [cs.sdtl77@gmail.com](mailto:cs.sdtl77@gmail.com) till the conclusion of the AGM, without any fee.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Hence, The Board Recommends the **Special Resolution** set out at Item No. 6 of the Notice for approval by the members of the Company.

**Item No. 7: Re-appointment of Mr. Kishore Gupta, (Din: 00014205) as a “Chairman and Managing Director” of the Company and fixing his minimum remuneration.**

It is informed to the Members of the Company that the members in their extra ordinary General Meeting Held on 27/03/2015 had re-appointed Mr. Kishore Gupta as a Chairman & Managing Director of the Company for the period of 5 (five) consecutive years with effect from 27/03/2015. The said term expired from the closing of business hours on 26/03/2020. Hence, Board of Directors, on recommendation of the Nomination and remuneration committee, subject to the approval of members of the Company by way of special resolution in next General meeting, had re-appointed Mr. Kishore Gupta, (Din: 00014205) as an Chairman and Managing Director of the Company for another term of 5 (Five) consecutive years commencing from March 26, 2020 upto March 25, 2025 (both days inclusive) as per the revised terms and conditions of remuneration as approved by the Members of the Company in this General Meeting.

The Company has received the consent from Mr. Kishore Gupta, (Din: 00014205) to act as a Director and Managing Director of the Company and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

Mr. Kishore Gupta, (Din: 00014205) is Managing Director and Promoter of the Company. He is a Bachelor of Engineering with an experience of more than 40 years of the similar industry/ field/ business in which the Company is engaged. Mr. Kishore Gupta (DIN: 00014205) is the pillar of SDTL and has played a lead role in formulating the Company's strategy and ably assisted by the other Directors of the Company. Your Directors state that Mr. Kishore Gupta who is proposed to be appointed as Managing Director possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Managing Director and Chairman of the Company.

Other details and terms and conditions of appointment of Mr. Kishore Gupta (DIN: 00014205), as stipulated under 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure-A** to this Explanatory Statement and should be taken and read as part hereof.

**Minimum Remuneration:**

For the period starting from April 1, 2018 to March 27, 2020 Mr. Kishore Gupta had been drawing the minimum remuneration as per Schedule V of the Companies Act, 2013 in reference to the shareholder's approval in the Annual General Meeting held on September 28, 2018.

Now the Revised Terms and Conditions of Appointment and Terms of Remuneration are as follow:

**I. REMUNERATION:**

**Basic Salary:** In consideration of the performance of his duties, the Company shall pay ₹ 2,12,587/- (Rupees Two Lakh Twelve thousand Five hundred Eighty seven only) per Month (i.e. ₹ 25,51,044/- per annum) with an increase of 10% per annum for the period commencing from March 26, 2020 upto March 25, 2023 (both days inclusive).

**Perquisites/Benefits:** In addition to the Basic salary, Mr. Kishore Gupta would be paid/entitled to the following Perquisites/Benefits/allowances upto an total amount of ₹ 15,00,000 (Rupees Fifteen lakh only) Per Annum:

- Reimbursement of hospitalization and major medical expenses incurred including Overseas Medical Expenses, if any,
- Car Facility and reimbursement of Travelling Expenses
- Reimbursement of Residential Utilities Bill (E.g. gas, electricity and water charges)
- Leave Travel Concession/Allowance,
- Telephone at residence/Cellular phones
- Leave and encashment of unveiled leave as per the Rules of the Company.

- Any other Perquisites, allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide

#### **Performance Linked Bonus:**

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Kishore Gupta may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

#### **II. OVERALL REMUNERATION:**

The aggregate of salary, perquisite, benefits, allowances and Performance linked Bonus, if any, as mentioned above be paid to Mr. Kishore Gupta as a Overall Remuneration notwithstanding if the said remuneration (salary, perquisite, benefits and allowances) are in excess of the limits prescribed under Sections 197, Schedule V and any other applicable provisions and Rules, if any, of the Companies Act 2013

#### **III. Minimum Remuneration**

- notwithstanding anything contained in section 197, 198 and Schedule V of the Companies Act, 2013 ('Act') of the Companies Act 2013, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and Performance linked Bonus, if any, as mentioned above be paid as minimum remuneration to Mr. Kishore Gupta (DIN: 00014205), without obtaining any further approval of the members for the period commencing from March 26, 2020 upto March 25, 2023 (both days inclusive).
- Pursuant to the Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned above shall be paid as minimum Remuneration to Mr. Kishore Gupta (DIN: 00014205), Managing Directors of the Company and being promoter of the Company, notwithstanding that the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

#### **IV. OTHER TERMS OF APPOINTMENT:**

- As the Managing Director (MD) of the Company, Mr. Kishore Gupta will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- Subject to the superintendence, control and direction of the Board, MD shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company
- Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months' remuneration in lieu thereof.

In accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 and other applicable regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), proposed appointment and terms of remuneration payable to Mr. Kishore Gupta require

approval of the members by way of a Special Resolution. Hence, the members is requested to pass the Special Resolution Accordingly.

The additional information as required by Schedule V to the Act are provided in the **Annexure-B** to this Explanatory Statement and should be taken and read as part hereof.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Hence, The Board Recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members of the Company.

**Item No. 8: Reappointment of Mr Rakesh Gupta (DIN: 00014139) as whole time Director and fixing his minimum remuneration.**

It is informed to the Members of the Company that the members in their extra ordinary General Meeting Held on September 30, 2016 had re-appointed Mr. Rakesh Gupta (DIN: 00014139) as a Whole Time Director of the Company for the period of 4 (Four years) with effect from September 30, 2016. The said term is expiring on September 30, 2020. Hence, It is recommended to re-appoint him as a Whole Time Director of the Company for another term of 5 (Five) consecutive years commencing from September 29, 2020 upto September 28, 2025 (both days inclusive).

The Company has received the consent from Mr. Rakesh Gupta (DIN: 00014139) to act as a Whole -Time Director of the Company and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

Mr. Rakesh Gupta (DIN: 00014139), is Promoter of the Company. He has done BSC and LLB. He has a Expertise in finance and Legal. He is also CFO of the Company and has played a lead role in formulating the Company's strategy and ably assisted by the other Directors of the Company. Your Directors state that Mr. Rakesh Gupta who is proposed to be appointed as Whole Time Director possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Whole Time Director of the Company.

Other details and terms and conditions of re-appointment of Mr. Rakesh Gupta (DIN: 00014139), as stipulated under 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure-A** to this Explanatory Statement and should be taken and read as part hereof.

**Minimum Remuneration:**

For the period starting from April 1, 2018 to September 29, 2020, Mr. Rakesh Gupta (DIN: 00014139), has been drawing the minimum remuneration as per Schedule V of the Companies Act, 2013 in reference to the shareholder's approval in the Annual General Meeting held on September 28, 2018.

Now the Revised Terms of Remuneration are as follow:

**I. REMUNERATION:**

**Basic Salary:** In consideration of the performance of his duties, the Company shall pay ₹ 1,41,725/- (Rupees one lakh Fourty one thousand seven hundred twenty five only) per Month (i.e. ₹ 17,00,700 per annum) with an increase of 10% per annum for the period commencing from September 29, 2020 upto September 28, 2023 (both days inclusive).

**Perquisites/Benefits:** In addition to the Basic salary, Mr. Rakesh Gupta would be paid/entitled to the following Perquisites/Benefits/allowances upto an total amount of ₹ 10,00,000 (Rupees Ten lakh only) Per Annum:

- Reimbursement of hospitalization and major medical expenses incurred including Overseas Medical Expenses, if any,
- Car Facility and reimbursement of Travelling Expenses
- Reimbursement of Residential Utilities Bill (E.g. gas, electricity and water charges)
- Leave Travel Concession/Allowance,
- Telephone at residence/Cellular phones
- Leave and encashment of unveiled leave as per the Rules of the Company.
- Any other Perquisites, allowances, benefits and perquisites as the Board of Directors (which includes any Committee thereof) may from time to time decide

**Performance linked bonus:**

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Rakesh Gupta may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

**II. OVERALL REMUNERATION:**

The aggregate of salary, perquisite, benefits, allowances and Performance linked Bonus if any, as mentioned above be paid to Mr. Rakesh Gupta as a Overall Remuneration notwithstanding if the said remuneration (salary, perquisite, benefits and allowances) are in excess of the limits prescribed under Sections 197, Schedule V and any other applicable provisions and Rules, if any, of the Companies Act 2013

**III. Minimum Remuneration**

- i. notwithstanding anything contained in section 197, 198 and Schedule V of the Companies Act, 2013 ('Act') of the Companies Act 2013, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned above be paid as minimum remuneration to Mr. Rakesh Gupta (DIN: 00014139), without obtaining any further approval of the members for the period commencing from September 29, 2020 upto September 28, 2023 (both days inclusive).
- ii. Pursuant to the Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned above shall be paid as minimum Remuneration to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company and being promoter of the Company, notwithstanding that the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

**IV. OTHER TERMS OF APPOINTMENT:**

- i. As the Whole Time Director Mr. Rakesh Gupta will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- ii. Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months' remuneration in lieu thereof.

In accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, and other applicable regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), proposed remuneration and terms of remuneration payable to of Mr. Rakesh Gupta a



require approval of the members by way of a Special Resolution. Hence, the members is requested to pass the Special Resolution Accordingly.

The additional information as required by Schedule V to the Act are provided in the **Annexure-B** to this Explanatory Statement and should be taken and read as part hereof.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Hence, The Board Recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the members of the Company.

**Item No. 09: To increase the limit for granting loan or advances, and to provide guarantee or Security under section 185 of Companies Act, 2013**

The Board has considered that in the ordinary course of business, it is expected to render support for the business requirements of the Person in whom any of the Directors is interested from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other person in which the Directors are Interested. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, members of the Company in its meeting held on September 27, 2019 had granted approval to Company under Section 185 to grant loan/Providing Guarantee and Security to Majestic leasing Company Private Limited, Bhopal wires Pvt. Ltd. and ARK Transformers Private Limited, being a person covered under the category of “any person in whom any of the director of the company is interested”, as defined in the explanation to subsection 2 of Section 185 of the Companies Act, 2013 for an aggregate amount not exceeding ₹ 20 Crores (Indian Rupees Twenty Crores ) in one or more tranches at any time and the said loan/ guarantee/any security given by the Company shall be utilised for the principal business activities of the recipient Company(ies).

Further, Now the Board has proposed to increase abovementioned limit upto an aggregate Outstanding amount not exceeding ₹ 60,00,00,000 (Rupees Sixty Crore only) at any point of time together with the Loan/Guarantee/investment made so far under this section, in one or more tranches, in its absolute discretion deem beneficial and in the interest of the Company, provided that such loans/guarantee/security given by the Company shall be utilized by the borrowing company for its principal business activities.

In order to give loans/ provide guarantee & security to Majestic Leasing Company Limited, Bhopal Wire Private Limited and ARK Transformers Private Limited, being a person covered under the category of “any person in whom any of the director of the company is interested”, as defined in the explanation to subsection 2 of Section 185 of the Companies Act, 2013, the Board of Directors of the Company has proposed and Recommends to obtain the required approval of members by way of special resolution as set out at Item No. 09 of the notice of this 44<sup>th</sup> AGM.

Directors, Key Managerial Personnel of the Company or their relatives may be deemed to be interested financially or otherwise to the extent of their directorship or the shareholding by them in such companies.

The Directors recommend the Special Resolution as set out at Item No. 09 of the accompanying Notice, for Members' approval.

**Item No. 10: To increase the limit for granting loan or advances, and to provide guarantee or Security under section 186 of Companies Act, 2013.**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to

any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on March 31<sup>st</sup>, 2020 sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to ₹ 30.85 Crores while one hundred per cent of its free reserves and securities premium account amounts to ₹ 48.41 Crores Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is ₹ 48.41 Crores only. As on March 31, 2020, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to ₹ 22 Crores.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Board has proposed to give any loan to any person or other body corporate from time to time on such terms and conditions as it may deem expedient in one or more tranches, to give any guarantee or provide security in connection with a loan to any other body corporate or person in one or more tranches and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in one or more tranches, such that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board shall not exceed Rs 80 crores (Rupees Eighty Crore only) at any point of time, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

The Directors recommend the Special Resolution as set out at Item No. 10 of the accompanying Notice, for Members' approval.

**Item No. 11: To approve entering into Material Related Party Transactions.**

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), all Material Related Party Transactions shall require approval of the Shareholders. The said Regulation further defines Material Related Party Transaction as a transaction entered/ to be entered into, individually or taken together with previous transactions, during a financial year, exceeding 10% of the annual consolidated turnover of a listed entity as per its last audited financial statements.

Your Company works closely with its Related Parties to achieve its business objectives and enters into various transactions with its Related Parties, from time to time, in the ordinary course of business and on arms length basis. Amongst the transactions that Company enters into with its Related Parties, only the transactions with Majestic leasing Company Private Limited (Previously known as Majestic Leasing Company Limited) (hereinafter referred as "MLCPL") a 'related party' under the provisions of the Act and the SEBI (LODR) Regulations, 2015 are likely to exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23 of the SEBI (LODR) Regulations, 2015 and the Company's Policy on Materiality of and on dealing with Related Party Transactions ("Related Party Transaction Policy")-

MLCPL is an Non Deposit taking NBFC (Investment and Credit Company). Your Company Star Delta Transformers Limited has proposed to grant loan/Providing Guarantee and Security to MLCPL for its Principal Business activities and in return Star Delta is earning good amount of Interest on an idle Funds of the Company. The Company has also Proposed Resolution for obtaining members approval under Section 185 as set out in item no. 9 of this Notice of 44<sup>th</sup> AGM.

Transactions with MLCPL are expected to grow in future and keeping in mind the potential quantum of transactions with MLCPL over the next few years, it is proposed to seek approval of the Members for Related Party Transactions entered/to be entered into with MLCPL commencing from April 1, 2020 onwards, upto a maximum limit of ₹ 30,00,00,000 (Rupees Thirty Crores only) per financial year, notwithstanding that the Related Party Transactions entered/to be entered into, individually or taken together with previous transactions with MLCPL, during any one financial year exceed 10% of the annual audited consolidated turnover of the Company, on such terms and conditions as may be mutually agreed between MLCPL and the Company.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with MLCPL are as follow:

<b>Particulars Information</b>	<b>Name of the Related</b>
Name of the Related party	Majestic Leasing Company Private Limited (MLCPL) (Previously known as Majestic Leasing Company Limited)
Nature of relationship	Related party
Name of the Director or Key Managerial Personnel who is related, if any	1. Kishore Gupta 2. Rakesh Gupta 3. Mayank Gupta
Nature of the contracts/ arrangement/ transactions	in the nature of providing or availing loan(s)/advance(s), providing or availing guarantee(s) or security(ies) for loans taken/given by the Company, making of investment(s), or any other kind of transaction(s) for transfer of resources, services or obligations
Particulars/ Material Terms of the contract/ arrangement/ transactions	As per the terms of the respective contracts or arrangements entered into or to be entered into from time to time.
Monetary Value of contracts/ arrangements/ transactions	Upto 30 crores, individually or in aggregate, per financial year, effective April 1, 2020.
Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed transactions with MLCPL would be in the ordinary course of business and on arms length basis.

Directors, Key Managerial Personnel of the Company or their relatives may be deemed to be interested financially or otherwise to the extent of their directorship or the shareholding by them in MLCPL.

The Board Recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the members of the Company.

**Registered Office:**

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Bhopal-462023 (M.P) INDIA  
Tel.: (0) 0755-2586680, 4261016,  
Fax: (0755)2580059  
Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com),  
Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)

**By order of the Board of Directors  
For Star Delta Transformers limited**

**Kishore Gupta**  
Chairman & Managing Director  
DIN: 00014205

**Place: Bhopal**

**Date: August 20, 2020**

ANNEXURE-A TO EXPLANATORY STATEMENT OF 44<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 44<sup>TH</sup> (FORTY- FOURTH) ANNUAL GENERAL MEETING OF THE COMPANY**

Details of Directors seeking re-appointment and appointment at the 44<sup>th</sup> Annual General Meeting pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are as follow:

<b>Resolution</b>	<b>Item No.4</b>	<b>Item No.5</b>	<b>Item No.6</b>	<b>Item No. 2 &amp; 7</b>	<b>Item No.8</b>
Name of Director	<b>Mr Ajay gupta</b>	<b>Mr. Ankur Chouksey</b>	<b>Mr. Mayank Gupta</b>	<b>Mr. Kishore Gupta</b>	<b>Mr. Rakesh Gupta</b>
Director Identification Number (DIN)	Din: 03644871	DIN: 08703922	DIN: 00244850	DIN:00014205	DIN: 00014139
Nationality	Indian	Indian	Indian	Indian	Indian
Father's name	Late Sri. Vishweshwar Dayal	Late Shri Champa Lal Chouksey	Mr. Kishore Gupta	Late Mr. Laxmi Narayan Gupta	Late Mr. Laxmi Narayan Gupta
Age in years	54 years	26 years	34 years	61 years	57 years
Date of first appointment	26/03/2020 (as an additional, Non-Executive, Independent Director)	26/03/2020 (as an additional, Non-Executive, Independent Director)	24/04/2020 (as an additional, Executive Director )	27/03/2015 (Last re-appointment as the "Managing Director")	30/09/2016 (Last re-appointment as the "Whole time Director")
Designation for which appointment is proposed	Independent Director	Independent Director	Director (Executive)	Chairman and Managing Director	Whole Time Director
Qualifications and Experience	Mr. Ajay Gupta, aged about 54 is a commerce graduate and has done M.A (Economics) from Bhopal University and has over 34 years of experience in the field of Accounting, Administration and Management. He was the Computer Operator in a Canara Bank for almost 24 years	Mr. Ankur Chouksey, aged about 26 is a Qualified Company Secretary and has an experience in the field of Corporate law and Finance. Currently he is working as a Company Secretary in Fujitsu optel private limited.	Mr. Mayank Gupta, aged about 34 years is the Promoter of the Company and worked as the Vice President of the Company for almost 10 years He has done B.E and MBA. He has an Experience of about 10 years in the Production, Management and Marketing in the same	Mr. Kishore Gupta, aged about 61 years is a Managing Director and Promoter of the Company. He is a Bachelor of Engineering with an experience of more than 40 years of the similar industry/ field/ business in which the Company is engaged. Mr. Kishore Gupta	Mr. Rakesh Gupta, aged about 57 years is a Promoter of the Company He has done BSC and L.L.B and has a vast experience in Finance and Accounting. He is also CFO of the Company and has played a lead role in formulating the Company's strategy.

	and currently is a Executive Director on the Board of Centurion Builders Private Limited since 10 years		field/business in which the Company is engaged.	is the pillar of SDTL and has played a lead role in formulating the Company's strategy and ably assisted by the other Directors of the Company.	
Expertise in specific functional area	Management	Corporate law and Finance.	Production, Management and Marketing	Engineering	Accounting
Shareholding in the Company on 31/03/2020	1000 Equity shares	NIL	428300 Equity Shares	586260 Equity Shares	563940 Equity Shares
Number of Board Meetings attended during F.Y 2019-20	Not Applicable since appointed with effect from 26/03/2020.	Not Applicable since appointed with effect from 26/03/2020.	Not Applicable since appointed with effect from 24/04/2020.	8 out of 8	8 out of 8
Terms and conditions of appointment	It is Proposed to appoint Mr. Ajay Gupta as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 consecutive years commencing from March 26, 2020 upto March 25, 2025 (both days inclusive).	It is Proposed to appoint Mr. Ankur Chouksey as an Independent Director, not liable to retire by rotation and to hold office for a term of 3 (Three) consecutive years commencing from March 26, 2020 upto March 25, 2023 (both days inclusive).	It is Proposed to appoint Mr. Mayank Gupta as an Executive Director, liable to retire by rotation w.e.f. April 24, 2020.	It is Proposed to re-appoint Mr. Kishore Gupta, as a Managing Director and Chairman of the Company for another term of 5 (Five) consecutive years commencing from March 26, 2020 upto March 25, 2025 (both days inclusive)	It is Proposed to re-appoint Mr. Rakesh Gupta as a Whole Time Director of the Company for another term of 5 (Five) consecutive years commencing from September 29, 2020 upto September 28, 2025 (both days inclusive).
Details of proposed remuneration	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law.	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law.	Remuneration as proposed in Resolution no. 6 and its Explanatory statement (annexed to this Notice) for the approval of members of the Company.	Remuneration as proposed in Resolution no. 7 and its Explanatory statement (annexed to this Notice) for the approval of members of the Company.	Remuneration as proposed in Resolution no. 8 and its Explanatory statement (annexed to this Notice) for the approval of members of the Company.

Details of remuneration last drawn (per annum)	NIL	NIL	13.20 lakhs in F.Y 2019-20 (at the position of vice president of the Company)	23.19 lakhs in Financial year 2019-20	15.46 lakhs in Financial year 2019-20
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	1. Chairman & Member of Audit Committee and Nomination and Remuneration.	1. Member of Audit Committee and Nomination and Remuneration  2. Chairman & Member of Stakeholder Relationship Committee.	NIL	1. Chairman and Member of Corporate Social Responsibility Committee	1. Member of Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Companies in which he/she is a Director*	NIL	NIL	NIL	NIL	NIL
List of outside Directorships held	1. Centurion Builders Pvt Ltd	NIL	1.ARK Transformers Private Limited.  2.Majestic Leasing Company Private Limited (Previously known as Majestic Leasing Company Limited)	1.Bhopal Wires Pvt Ltd	1.Majestic Leasing Company Private Limited (Previously known as Majestic Leasing Company Limited)
Relationship with other Directors or Key Managerial Personnel of the Company	No	No	Son of Kishore Gupta, Managing Director of the Company.	Brother of Mr. Rakesh Gupta, WTD and CFO of the Company and Father of Mr. Mayank Gupta, Additional Director of the Company.	Brother of Mr. Kishore Gupta, Managing Director of the Company

\*Based on disclosures received from the Directors

**ANNEXURE-B TO EXPLANATORY STATEMENT OF 44<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**  
Following are the Details as required pursuant to Schedule V of Companies Act, 2013:

**I. General Information:**

Nature of Industry	Manufacturing		
Date or expected date of commencement of commercial production	The Company's production commencement date is 17/02/1977.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable (The Company is an existing Company).		
Financial Performance based on given indicators	(Amount in ₹)		
	<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
	Gross Turnover & Other income	79,32,60,787.95	1,28,93,20,116.09
	Net profit as per Statement of Profit & Loss (After Tax)	4,38,91,299.03	56087234.17
	Computation of Net Profit in accordance with Section 198 of the Act	5,63,41,299.03	7,52,42,748.27
Net Worth	51,41,88,650.98	47,02,97,351.95	
Foreign investments or collaborations, if any	Company does not have any foreign investments or collaborations		

**II. Information about the appointee:**

	<b>Item No. 7</b>	<b>Item No. 8</b>
<b>Name of Director</b>	<b>Mr. Kishore Gupta</b>	<b>Mr. Rakesh Gupta</b>
Background details	Mr. Kishore Gupta is the pillar of SDTL and is behind the success story of the in the company With an experience of more than 40 years in the industry, he is well known & respected personality in the industry	Mr. Rakesh Gupta been a huge support for more than 35 years & is responsible for its Administrative Management. He is having vast knowledge in technical, business development and finance matters
Past remuneration	₹ 1,93,262.00 p.m.	₹ 1,28,841.00 p.m.
Recognition or awards	NIL	NIL
Job profile and his suitability	Subject to the superintendence, control and direction of the Board, Mr. Kishore Gupta manages and supervises the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he think fit and reasonable. He has a very rich experience, & fully conversant with business operations of the Company.	Subject to the superintendence, control and direction of the Board Mr. Rakesh Gupta manages and supervises the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he think fit and reasonable. He has a very rich experience & fully conversant with business operations of the Company
Remuneration proposed	Remuneration as proposed in Resolution no. 7 and its Explanatory statement (annexed to this Notice) for the approval of members of the Company.	Remuneration as proposed in Resolution no. 8 and its Explanatory statement (annexed to this Notice) for the approval of members of the Company.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size, performance and complexity of the business of the Company, the profile of Mr. Kishore Gupta, his past background and remuneration, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies with similar responsibilities.	Taking into consideration the size, performance and complexity of the business of the Company, the profile of Mr. Rakesh Gupta, his past background and remuneration, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies with similar responsibilities.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any.	Mr. Kishore Gupta (Promoter) holds 586260 equity shares of the Company. Apart from managerial remuneration as a member of the Company he does not have any Pecuniary relationship directly or indirectly with the company. He is Brother of Mr. Rakesh Gupta, WTD and CFO of the Company and Father of Mr. Mayank Gupta, Additional Director of the Company. Promoters of the Company are related to each other.	Mr. Rakesh Gupta (Promoter) holds 563940 equity shares of the Company. Apart from managerial remuneration as a member of the Company he does not have any Pecuniary relationship directly or indirectly with the company. He is Brother of Mr. Kishore Gupta, Managing Director of the Company. Promoters of the Company are related to each other.

### III. Other information:

Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit of ₹ 5.63 crores, computed in accordance with Section 198 of Companies Act, 2013 for the financial year ended March 31, 2020 the Profit was adequate to pay managerial Remuneration for Financial year ended March 31, 2020. The Company is passing a Special Resolution pursuant to the proviso to the subsection (1) of Section 197 of the Act, in case the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Kishore Gupta i.e. till March 25, 2023 and Mr. Rakesh Gupta till September 28, 2023.
Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
Expected increase in productivity and profits in measurable terms	Not applicable as the Company has adequate profits.

### IV. Disclosures:

	Mr. Kishore Gupta	Mr. Rakesh Gupta
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".
Details of fixed component, and performance linked incentives along with the performance criteria;		
Service contracts, notice period, severance fees; and		
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.		