



# STAR DELTA TRANSFORMERS LTD.

Regd. Office : 92-A, Industrial Area, Govindpura, Bhopal-462 023 (M.P.) INDIA  
Tel.:(O) 0755-2586680, 4261016, 2587343, 4261003, Fax:(0755)2580059  
e-mail : star.delta@rediffmail.com, info@stardeltatransformers.com,  
PROJECT DIVISION : projects1sdtl@yahoo.com  
website : www.stardeltatransformers.com, CIN-L31102MP1977PLC001393



## NOTICE

### Dear Members

Notice is hereby given that the Forty Second Annual General Meeting of the Members of the Star Delta Transformers Limited will be held on **Friday, 28<sup>th</sup> day of September, 2018 at 11.30 A.M.**, at the Registered office of the Company at 92 A, Industrial Area, Govindpura, Bhopal M.P. 462023 to transact the following business.

### AS ORDINARY BUSINESS:

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.

#### **Item No. 2: Appointment of Director in place of Director who retires by Rotation;**

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

## **AS SPECIAL BUSINESS**

### **Item No. 3: To ratify/confirm the remuneration payable to Cost auditors for the financial year ending 31<sup>st</sup> March 2019;**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 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 42<sup>nd</sup> AGM, to be paid to the Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified/confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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: Payment of Minimum Remuneration to Mr. Kishore Gupta (DIN: 00014205), Managing Director of the Company, in the event of inadequacy or absence of profits;**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and as per approval/ recommendation of the Nomination & Remuneration Committee and the Board, consent of the Members of the Company be and is hereby accorded to pay Rs. 1,75,692/- (Rupees One Lakh Seventy Five Thousand Six Hundred Ninety Two only) per month with an increase of 10% per annum plus other perquisites for conveyance, travelling, Provident fund and medical benefits to Mr. Kishore Gupta (DIN: 00014205), Managing Director of the Company, as minimum remuneration, in the event of inadequacy or absence of profits, for a period commencing from 01<sup>st</sup> April, 2018 to 26<sup>th</sup> March, 2020.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be necessary/required to give effect to this resolution.”

**Item No. 5: Payment of Minimum Remuneration to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company, in the event of inadequacy or absence of profits:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and as per approval/ recommendation of the Nomination & Remuneration Committee and the Board, consent of the Members of the Company be and is hereby accorded to pay Rs. 1,17,128/- (Rupees One Lakh Seventeen Thousand One Hundred Twenty Eight only) per month with an increase of 10% per annum plus other perquisites for conveyance, travelling and medical benefits to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the company, as minimum remuneration, in the event of inadequacy or absence of profits, for a period commencing from 01<sup>st</sup> April, 2018 to 29<sup>th</sup> September, 2020.

**RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be necessary/required to give effect to this resolution.”

**Item No. 6: Authority to Board of Directors to borrow u/s 180(1)(c) of the Companies Act, 2013:**

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company in annual general meeting held on 30<sup>th</sup> September 2014 and pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to authorise Board of Directors of the Company (the Board) to Borrow monies for the business of the Company from time to time which, together with the monies already borrowed by the company, would exceed its paid-up share capital, free reserves and securities premium account (apart from temporary loans obtained from its banker in the ordinary course of business namely loans repayable on demand or within six months from the date of loan such as short-term, cash-credit arrangements, the discounting of bills and the issue of short term loans of seasonal character, but not including loans raised for expenditure of a capital nature) subject to the condition that the total monies borrowed by the Board of Directors shall not exceed the aggregate of the paid up share capital, free reserves and Securities Premium Account of the company by more than the sum of Rs. 60,00,00,000/- (Rupees Sixty Crore Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds or things that may be necessary to give effect to this resolution.”

**Item No. 7: Authority to Board of Directors u/s 180(1)(a) of the Companies Act, 2013:**

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company in the Extraordinary General Meeting held on 23<sup>rd</sup> January, 2016 and pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory amendment(s) thereto or re-enactment(s) thereof, for time being in force), consent of the members be and is hereby accorded to authorise Board of Directors of the Company (the Board) to create charge, mortgage and/or hypothecation in addition to the existing charges, mortgages, created/to be created by the Company on all or any of the movable and/or immovable, tangible and/or intangible properties of the Company wherever situated, both present and future, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over whole or substantially the whole of the undertaking of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/notes/other instruments (if any) to secure rupee/foreign currency loans and/or the issue of debentures/bonds/notes/other instruments from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalize, settle and execute such documents/ deeds/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in relation to creating mortgage/ charge as aforesaid and to acceptor make any alterations or variations in this regard.”

**By order of the Board of Directors**

For and on behalf of Star Delta Transformers Limited

Date: 10<sup>th</sup> August 2018

Place: Bhopal

-Sd-

**Kishore Gupta**

(DIN: 00014205)

**Chairman and Managing Director**

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. 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.
5. Brief details of the directors, who are being appointed / re-appointed, are annexed hereto as per requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Secretarial Standards.
6. 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: 00004-C) 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 46<sup>th</sup> Annual General Meeting.
7. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slip duly filled in and signed for attending the Meeting. Members who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip. Members are requested to bring to the Meeting necessary details of their Shareholding (Client ID & DP ID / Folio No.) and copy of their Notice.
8. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.

9. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/ RTA.
10. Members wishing to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agent/ Company. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.
11. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), e-mail address, etc and the Securities and Exchange Board of India ("**SEBI**") has also mandated the submission of PAN by every participant in the market. Members holding shares in electronic form are therefore requested to submit their PAN & e-mail address details to their Depository Participants with whom they are maintaining their De-mat accounts. Members holding shares in physical form are requested to submit their PAN & e-mail address to the Company / RTA.
12. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
13. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
14. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s). For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
15. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.

16. Members may also note that the Notice of the AGM will be available on the Company's website [http://www.stardeltatransformers.com/star\\_delta\\_investor1.php](http://www.stardeltatransformers.com/star_delta_investor1.php).
17. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
18. Members who still hold share in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
19. The Register of members and the Share Transfer Books of the company will remain closed from 22<sup>nd</sup> day September, 2018 to 28<sup>th</sup> day September, 2018 (both days inclusive).
20. The Company's Registrar and Transfer Agents (RTA) is LINK INTIME INDIA PVT. LTD., C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai MH 400083.
21. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below, during the e-voting period.
22. The Remote E-voting period commences on September 25, 2018 (9:00 am) and ends on September 27, 2018 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote E-voting period, facility will be blocked.
23. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on September 21, 2018 (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.
24. At the venue of meeting, voting shall be done through ballot papers ("Polling Paper") and the members attending the meeting who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
25. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.
26. The Board of Directors has appointed Ms. Shadab Anjum, Practising Company Secretary (Membership No. 8893) as the scrutiniser to the remote e-voting process, and voting at the venue of the annual general meeting in a fair and transparent manner.
27. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

## Voting through electronic means:

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

- (i) The voting period begins on September 25, 2018 (9:00 A.M.) and ends on September 27, 2018 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN** for the relevant Star Delta Transformers Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

To Download m-Voting Mobile App

SCAN THIS QR CODE



How do you use the barcode scanner app?

Installing Barcode Scanner

1. Open the Play Store on your device. You can find the Play Store in your list of apps.
2. Tap the Search bar. This can be found at the top of the Play Store screen.
3. Type barcode scanner.
4. Tap QR & Barcode Scanner from Gamma Play. ...
5. Tap Install.
6. Tap Accept.
7. Tap Open.

How do I find the QR code on my phone?

To scan a QR code:

1. Open the QR code reader app installed on your device.
2. Scan the QR code by lining it up inside the window on your screen.
3. The barcode is decoded on your device and specific instructions are sent to the app for appropriate action (e.g. open a specific website).

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"):**

**Item No. 3:**

The Board of Directors, on recommendation of the Audit committee has approved the appointment of M/s. Sanjay Kasliwal, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19.

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 the remuneration of Rs. 25000/- (Rupees Twenty five thousand) plus out of pocket expenses on the recommendation of Audit Committee.

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.

**Item No. 04 & 05:**

The Special Resolutions set out at Item No. 04 & 05 of the Notice are, to seek the members approval to pay Rs. 1,75,692/- (Rupees One Lakh Seventy Five Thousand Six Hundred Ninety Two only) per month with an increase of 10% per annum plus other perquisites for conveyance, travelling, Provident fund and medical benefits to Mr. Kishore Gupta (DIN: 00014205), Managing Director of the Company in the event of inadequacy or absence of profits, for a period commencing from 01<sup>st</sup> April, 2018 to 26<sup>th</sup> March, 2020 and Rs. 1,17,128/- (Rupees One Lakh Seventeen Thousand One Hundred Twenty Eight only) per month with an increase of 10% per annum plus other perquisites for conveyance, travelling and medical benefits to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the company, as minimum remuneration, in the event of inadequacy or absence of profits, for a period commencing from 01<sup>st</sup> April, 2018 to 29<sup>th</sup> September, 2020 in accordance with the provisions of Section 196, 197, 198 read with Schedule V (Section II of Part II of Schedule V: Remuneration payable by companies having no profits or inadequate profit without Central Government Approval) of the Companies Act, 2013.

Mr. Kishore Gupta (DIN: 00014205), Managing Director and Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company have been looking after Company's business since their appointment and considering the time and labour involved by them and to honour their services, the Nomination & Remuneration Committee in its meeting held on 10<sup>th</sup> August, 2018 has passed/recommended resolution(s) to pay Rs. 1,75,692/- (Rupees One Lakh Seventy Five Thousand Six Hundred Ninety Two only) per month with an increase of 10% per annum plus other perquisites for conveyance, travelling, Provident fund and medical benefits to Mr. Kishore Gupta (DIN: 00014205), Managing Director of the Company, as minimum remuneration, in the event of

inadequacy or absence of profits, for a period commencing from 01<sup>st</sup> April, 2018 to 26<sup>th</sup> March, 2020 and Rs. 1,17,128/- (Rupees One Lakh Seventeen Thousand One Hundred Twenty Eight only) per month with an increase of 10% per annum plus other perquisites for conveyance, travelling and medical benefits to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the company, as minimum remuneration, in the event of inadequacy or absence of profits, for a period commencing from 01<sup>st</sup> April, 2018 to 29<sup>th</sup> September, 2020 and the Board of Directors of the Company in their meeting held on 10<sup>th</sup> August, 2018 have also passed resolution(s) (subject to the approval of members of the Company) for payment of minimum remuneration to Mr. Kishore Gupta (DIN: 00014205), Managing Director and Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company in the event of inadequacy or absence of profits at the rates mentioned above and in terms of provisions/requirements of Section 197 and Schedule V (Section II of Part II of Schedule V: Remuneration payable by companies having no profits or inadequate profit without Central Government Approval) of the Companies Act, 2013, for payment of remuneration in the event of inadequacy or absence of profits as aforesaid, approval of members is required; therefore members approval is sought to the proposed resolutions. The Directors recommend passing of the resolutions set out at Item No. 04 & 05 of the Notice, as **Special Resolutions**.

Mr. Kishore Gupta (DIN: 00014205), Managing Director and Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company and their relatives are interested in the Resolutions set out at Item No. 04 & 05 of the Notice.

Save and except the above, none of the Directors and their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolutions.

**Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013:**

**I. GENERAL INFORMATION:**

Nature of industry	Manufacturing
Date or expected date of commencement of commercial production	Since its Incorporation (Company is an existing Company)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (Company is an existing Company)

Financial performance based on given indicators	As per the Audited Financial Statements, the financial performance of the Company was, as under:			
		<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>
	Total Revenue (including other income)	Rs. 67,04,80,178.24/-	Rs. 68,43,12,647.40/-	Rs. 78,79,15,576.08/-
Profit/(Loss) after tax	Rs. 2,17,74,235.16/-	Rs. 3,21,60,175.58/-	Rs. 3,16,45,259.10/-	
Foreign investments or collaborations, if any	Company does not have any foreign investments or collaborations.			

## II. INFORMATION ABOUT THE APPOINTEE/DIRECTORS:

	<b>Mr. Kishore Gupta (DIN: 00014205)</b>	<b>Mr. Rakesh Gupta (DIN: 00014139)</b>
Background details	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 38 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.	Mr. Rakesh Gupta (DIN: 00014139) is Whole Time Director and Promoter of the Company. He is bachelor of Science and Law Graduate Mr. Rakesh Gupta (DIN: 00014139) been a huge support for more than 33 years & is responsible for its Administrative Management. He is having vast knowledge in technical, business development and finance matters.
Past Remuneration	Rs. 19,16,640/- per annum	Rs. 17,42,400/- per annum
Recognition or awards	--	--

<p>Job profile and his/her suitability</p>	<p>Subject to the superintendence, control and direction of the Board, Mr. Kishore Gupta (DIN: 00014205) manages and supervises the business affairs of the Company and does all lawful acts and things in relation to such management.</p> <p>He has a very rich experience, &amp; fully conversant with business operations of the Company.</p>	<p>Subject to the superintendence, control and direction of the Board Mr. Rakesh Gupta (DIN: 00014139) manages and supervises the business affairs of the Company and do all lawful acts and things in relation to such management.</p> <p>He has a very rich experience &amp; fully conversant with business operations of the Company</p>
<p>Remuneration proposed</p>	<p>As per resolution set out at Item No. 04 of the Notice</p>	<p>As per resolution set out at Item No. 05 of the Notice</p>
<p>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)</p>	<p>The proposed remuneration is comparable considering the industry, size of the company, the managerial position &amp; the credentials of the Mr. Kishore Gupta (DIN: 00014205).</p>	<p>The proposed remuneration is comparable considering the industry, size of the company, the managerial position &amp; the credentials of the Mr. Rakesh Gupta (DIN: 00014139)</p>
<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.</p>	<p>Mr. Kishore Gupta (DIN: 00014205) does not have any pecuniary relationship with the Company except remuneration drawn as a Managing Director.</p> <p>As per Section 2(77) of the Companies Act, 2013, Mr. Kishore Gupta (DIN: 00014205) is relative of Directors i.e. brother of Mr. Rakesh Gupta (DIN: 00014139) and also holds 5,83,500 Equity Shares of Company.</p>	<p>Mr. Rakesh Gupta (DIN: 00014139) does not have any pecuniary relationship with the Company except remuneration paid as a Whole Time Director.</p> <p>As per Section 2(77) of the Companies Act, 2013, Mr. Rakesh Gupta (DIN: 00014139) is relative of Directors i.e. brother of Mr. Kishore Gupta (DIN: 00014205) Managing Director of the Company and also holds 5,62,100 Equity Shares of Company.</p>

**III. OTHER INFORMATION:**

Reasons of loss or inadequate profits	--
Steps taken or proposed to be taken for improvement	--
Expected increase in productivity and profits in measurable terms	--

**Information required to be furnished/disclosed as per requirements of Secretarial Standard on General Meetings (SS-2) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

	<b>Mr. Kishore Gupta (DIN: 00014205)</b>	<b>Mr. Rakesh Gupta (DIN: 00014139)</b>
<b>Date of Birth</b>	20/02/1959	05/08/1962
<b>Age</b>	59 years approx.	55 years approx.
<b>Qualification</b>	B.E. (Electrical)	B. Sc., LL.B.
<b>Expertise in Functional Area</b>	Engineering	Finance & Legal
<b>Experience</b>	Experience of more than 38 years of the similar field/business in which the Company is engaged	Experience of more than 33 years of Administration & Management in the similar field/business in which the Company is engaged
<b>Terms and Conditions of Appointment / Re-appointment</b>	NA (Only varying the terms of Remuneration)	NA (Only varying the terms of Remuneration)
<b>Remuneration sought to be paid</b>	As per resolution set out at Item No. 04 of the Notice	As per resolution set out at Item No. 05 of the Notice
<b>Remuneration last drawn</b>	Rs. 19,16,640/- per annum	Rs. 12,77,760/- per annum
<b>Date of first appointment on the Board</b>	31 <sup>st</sup> October 1987	15 <sup>th</sup> October 1987
<b>Shareholding in the Company</b>	5,83,500 Equity Shares of Rs. 10/- each	5,62,100 Equity Shares of Rs. 10/- each
<b>Relationship with other Directors, Managers and</b>	As per Section 2(77) of the Companies Act, 2013, Mr. Kishore	As per Section 2(77) of the Companies Act, 2013, Mr. Rakesh



other key Managerial Personnel of the Company	Gupta (DIN: 00014205) is relative of Directors i.e. brother of Mr. Rakesh Gupta (DIN: 00014139) and also holds 5,83,500 Equity Shares of Company.	Gupta (DIN: 00014139) is relative of Directors i.e. brother of Mr. Kishore Gupta (DIN: 00014205) Managing Director of the Company and also holds 5,62,100 Equity Shares of Company.		
<b>No. of Meetings of the Board attended during the year.</b>	05	05		
<b>List of other Companies in which Directorships held</b>	Bhopal Wires Private Limited	NA		
<b>List of Membership / Chairmanship in Committees of the Board of the Company</b>	<b>Chairmanship</b>	<b>Membership</b>	<b>Chairmanship</b>	<b>Membership</b>
	1.CSR Committee	1.Nomination and remuneration Committee	NA	1.Audit Committee 2.Stakeholder Relationship Committee 3.CSR Committee
<b>List of Membership / Chairmanship in Committees of the Board of Other Companies</b>	<b>Chairmanship</b>	<b>Membership</b>	<b>Chairmanship</b>	<b>Membership</b>
	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Shareholding of Non-executive Directors of the Company	NA	NA		

**Item No. 06:**

As per provisions of Section 180(1)(c) of the Companies Act, 2013, Board of Directors of a company shall not borrow money (together with the money already borrowed) in excess of the Company's paid up share capital, free reserves and securities Premium Account, unless the approval of shareholders by way of special resolution is obtained and keeping in view the Company's plan for expansion and diversification, Board thinks it necessary to secure this power from shareholders, therefore the Board recommends passing of Resolution as set out in Item No. 06, as a Special Resolution.

The Directors may be deemed/considered interested to the extent of their shareholding in the company.

**Item No. 07:**

As per the provisions of section 180(1)(a) of the Companies Act, 2013 (the Act), a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the shareholders is obtained by way of a special resolution.

In connection with the loan / credit facilities to be availed by the company, as and when required, through various sources for business purposes, the company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under section 180(1)(c) of the Act), for the purposes of securing the loan / credit facilities extended by them to the company

The Directors may be deemed/considered interested to the extent of their shareholding in the company.

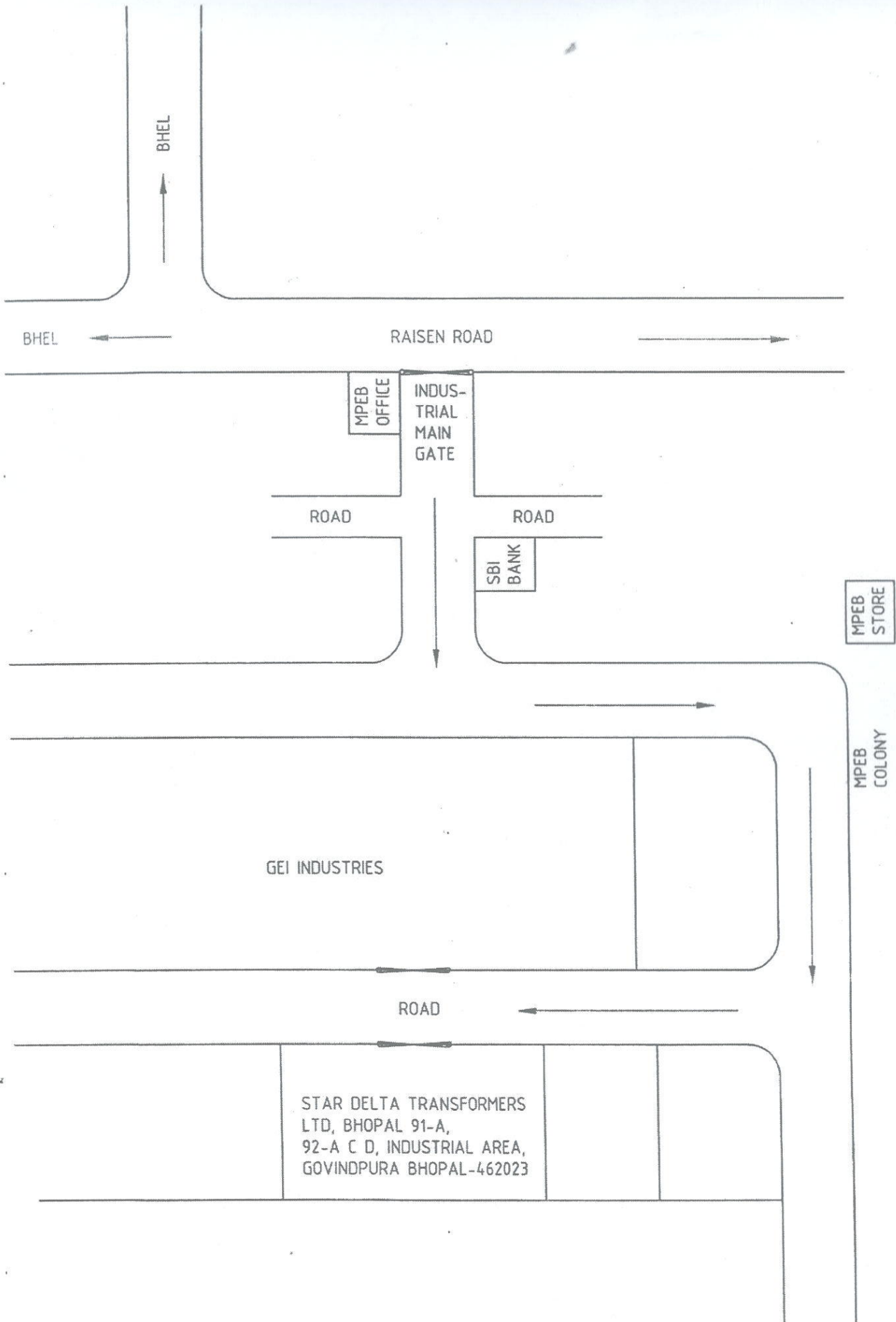
All documents concerning the Item No. 03 to 07 are available for inspection at the Registered Office of the Company from 11:00 AM to 01:00 PM on all working days till the date of the forthcoming Annual General Meeting of members.

**By order of the Board of Directors  
For and on behalf of Star Delta Transformers Limited**

-Sd-  
Kishore Gupta  
(DIN: 00014205)  
Chairman and Managing Director

**Place:** Bhopal

**Date:** 10<sup>th</sup> August 2018



**FACTORY LOCATION MAP**



Star Delta Transformers Limited **STAR DELTA TRANSFORMERS LTD.**

**CIN:**L31102MP1977PLC001393

**Registered Office:** 92-A Govindpura Industrial Area Bhopal-462023

**Email Id:**[star.delta@rediffmail.com](mailto:star.delta@rediffmail.com)

**Website:**[www.stardeltatransformers.com](http://www.stardeltatransformers.com)

**Phone:** +91-755-2586680, 4261016 **Fax:** +91-755- 2580059

### **ATTENDANCE SLIP**

(To be presented at the entrance)

42<sup>nd</sup> ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 28, 2018 AT 11:30 A.M.  
at 92-A Govindpura Industrial Area Bhopal-462023

Reg. Folio No./DP Id No./Client Id No.:

Name & Address :

Name(s) of Joint Member(s), if any :

No. of Shares held

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the forty second annual general meeting of the Company on Friday, September 28, 2018 at 11:30 a.m. at 92-A Govindpura Industrial Area Bhopal-462023

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
2. Shareholder/proxyholder shall bring his/her copy of the Annual report for the reference at the meeting.



**Star Delta Transformers Limited STAR DELTA TRANSFORMERS LTD.**

CIN: L31102MP1977PLC001393

Registered Office: 92-A, Industrial Area, Govindpura, Bhopal - 462023 (INDIA)

Email:star.delta@rediffmail.com Website:www.stardeltatransformers.com

Phone: +91-755-2586680, 4261016 Fax: +91-755- 2580059

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN: L31102MP1977PLC001393

Name of the company: **Star Delta Transformers Limited**

Registered office: 92-A, Industrial Area, Govindpura, Bhopal - 462023 (INDIA)

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

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

- |                |                                 |
|----------------|---------------------------------|
| 1. Name: ..... | E-mail Id:                      |
| Address:       | Signature:....., or failing him |
| 2. Name: ..... | E-mail Id:                      |
| Address:       | Signature:....., or failing him |
| 3. Name: ..... | E-mail Id:                      |
| Address:       | Signature:.....                 |

as my/our proxy to attend and vote for me/us and on my/our behalf at the forty second Annual general meeting of the company, to be held on the Friday, 28<sup>th</sup> September 2018 at 11:30 a.m. at 92-A, Industrial Area, Govindpura, Bhopal - 462023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions
<b>Ordinary Business:</b>
1. To Adopt the Financial Statements along with the reports of Board of Director's and Auditor's thereon
2. To Appoint Director in place of Director who retires by rotation
<b>Special Business:</b>
3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending 31st March 2018;
4. Payment of Minimum Remuneration to Mr. Kishore Gupta (DIN: 00014205), Managing Director of the Company, in the event of inadequacy or absence of profits
5. Payment of Minimum Remuneration to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company, in the event of inadequacy or absence of profits:
6. Authority to Board of Directors to borrow u/s 180(1)(c) of the Companies Act, 2013:
7. Authority to Board of Directors u/s 180(1)(a) of the Companies Act, 2013:

Signed this..... day of..... 20....

Signature of shareholder  
Signature of Proxy holder(s)

Affix
Revenue
Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**