

40th ANNUAL REPORT

2015-2016



STAR DELTA TRANSFORMERS LTD.

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STAR DELTA TRANSFORMERS LIMITED

CIN : L31102MP1977PLC001393

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

Phone : 0755-2586680, 4261016

BOARD OF DIRECTORS	: Mr. Kishore Gupta (Managing Director) DIN : 00014205 : Mr. Rakesh Gupta (Executive Director & CFO) DIN : 00014139 : Mr. Laxmendra Maheshwari (Independent Director) DIN : 00278005 : Mr. Shashendra Lahri (Independent Director) DIN : 02704101 : Mrs. Chhavi Kharb (Women Cum Independent Director) DIN : 01791358
REGISTERED OFFICE	: STAR DELTA TRANSFORMERS LTD., 92-A, Industrial Area, Govindpura, Bhopal-462 023
WORKS	: 92-A, Industrial Area, Govindpura, Bhopal - 462 023
AUDITORS	: M/s. A.K. Khabya & Co., Chartered Accountants, Bhopal.
BANKERS	: HDFC
REGISTRAR & TRANSFER AGENTS	: System Support Services, 209, Shivai Industrial Estate, 89 Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai - 400072
COMPANY SECRETARY	: Miss. Shweta Agarwal
SECRETARIAL AUDITORS	: M/s ASA & Associates, Practicing Company Secretaries, Bhopal
COST AUDITOR	: M/s Sanjay Kasliwal Cost Accountants, Bhopal

STAR DELTA TRANSFORMERS LIMITED

REGD. OFFICE : 92-A, INDUSTRIAL AREA, GOVINDPURA, BHOPAL

CIN : L31102MP1977PLC001393

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

NOTICE

Dear Members,

Notice is hereby given that the Fortieth Annual General Meeting of the Members of the Star Delta Transformers Limited will be held on **Friday, 30th day, September, 2016 at 11.00 A.M.**, at the Registered office of the Company at 92 A, Industrial Area, Govindpura, Bhopal 462023 (M. P.) to transact the following business.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited financial statement consisting of Balance Sheet as at March 31, 2016, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2016 along with the reports of the Board of Directors and Auditors thereon.**

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

"RESOLVEDTHAT the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before the meeting, be and are hereby considered and adopted."

- 2. To appoint a director in place of Mr. Kishore Gupta [DIN: 00014205], Managing Director who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

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

"RESOLVEDTHAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kishore Gupta [DIN: 00014205], Managing Director, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3. To appoint M/s. A.K. Khabya & Co, Chartered Accountants, (FR No. 001994C) the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.**

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

"RESOLVEDTHAT pursuant to the provisions of Section 139 and 142 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), M/s. A.K. Khabya & Co, Chartered Accountants, (FR No. 001994C) Chartered Accountants, be and are hereby appointed as Auditors of the Company on recommendation of Audit committee to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company on recommendation of Audit committee."

SPECIAL BUSINESS

- 4. To ratify/confirm the remuneration of Cost auditors**

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

"RESOLVEDTHAT 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 Statement annexed to the Notice convening this meeting, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2017, 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."

5. Service of documents

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

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

6. Insertion of new clause in the Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act 2013 and subject to other approvals as are necessary, the articles of association of the company be and are hereby altered by inserting the following new clause as clause No 85 A after article No.85

Chairperson of the Company

85A. The Managing Director of the Company shall act as the Chairperson of the Company."

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."

7. Reappointment of Mr Rakesh Gupta (DIN: 00014139) as whole time Director

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 if any, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Rakesh Gupta (DIN: 00014139), Whole time Director be and is hereby reappointed as Whole Time Director of the Company for a period of four years effective from the date of conclusion of this meeting on the remuneration and terms and conditions as set out in the explanatory statement annexed.

RESOLVED FURTHER THAT the Board 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."

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



(SHWETA AGARWAL)

COMPANY SECRETARY & COMPLIANCE OFFICER

Date : 13th August, 2016

Place : Bhopal

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY STAMPED, COMPLETED AND SIGNED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED WITH THE NOTICE.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders.

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

2. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar
3. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 is enclosed and forms a part of this notice.
4. 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.
5. The Register of members and the Share Transfer Books of the company will remain closed from **24th day September, 2016 to 30th day September, 2016** (both days inclusive).
6. Members wishing to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents/Company.. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer will be transferred to the Investor Education and Protection Fund as per Section 205A of the Companies Act, 1956/Companies Act 2013. Kindly note that once the amount is transferred to the IEPF, no claims shall lie against the Company.
7. 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.
8. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
9. 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. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during Office hours on all days except Saturdays, Sundays and public holidays, up to the date of this Annual General Meeting (AGM).
11. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
12. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are

requested to submit the request in prescribed form SH-13 to the RTA.

13. 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.
14. The Remote E-voting period commences on **September 27, 2016 (9:00 am) and ends on September 29, 2016 (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.
15. 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 23, 2016** (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.
16. 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
17. 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.
18. The Board of Directors has appointed Ms. Shadab Anjum, Practising Company Secretary (Membership No. 28399) 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.
19. The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared within 3 days from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutiniser shall be placed on the website of the company and on the website of agency, immediately after the result is declared and simultaneously will be communicated to the Bombay Stock Exchange.

Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date (DOB)	<ul style="list-style-type: none"> Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. DOB if not registered with the DP then enter it as 01/01/1990 Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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).
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- (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 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) Note for Non - Individual Shareholders and Custodians

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

Explanatory Statement

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

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5, 6, and 7 of the accompanying Notice:

Item No. 4:

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 2016-17.

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. 5:

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its annual general meeting.

Accordingly, the Board of Directors recommend the resolution for your approval by a special 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. 6:

The insertion of new clause in Articles of Association of the Company is proposed in order to align it with the provisions of the newly enacted Companies Act 2013.

The Board of Directors of the Company in its meeting held on 13th August 2016 approved the insertion of the new clause in the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act 2013, alteration in Articles of Association of the Company requires consent of the members by way of special resolution.

Accordingly, the Board of Directors recommend the resolution for your approval by a special resolution.

Mr Kishore Gupta (DIN: 00014205), Mr Rakesh Gupta (DIN: 00014139) and their relatives are concerned/interested in the said resolution.

Item No. 7:

Mr Rakesh Gupta (DIN: 00014139), Whole time Director was appointed on the Board of the Company with effect from 15th October 1987 on the terms and conditions as approved by the Board and members of the Company.

Pursuant to Section 196 and other applicable provisions of the Companies Act 2013 and Rules made there under the Board of Directors of the Company have recommended the reappointment of Mr. Rakesh Gupta (DIN: 00014139) as whole time Director for a period of four (4) years effective from the conclusion of this general meeting on such terms and conditions as may be decided by the members of the Company.

Accordingly, the Board recommends the resolution as special resolution for the approval by the members of the Company.

Mr Kishore Gupta (DIN: 00014205), Mr Rakesh Gupta (DIN: 00014139) and their relatives are concerned/interested in the said resolution.

Information Required To Be Furnished under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 And Secretarial Standard II Issued By The Institute Of Company Secretaries Of India.

(As on 31st March, 2016)

Name of Director	Mr. Rakesh Gupta	Mr. Kishore Gupta
Date of Birth	05th August 1962	20th February 1959
Age	53	57
Experience	31	33
Qualification	Bsc, LLB	B.E. (Electrical)
Expertise	Finance & Legal	Engineering
Date of first appointment on the Board	15th October 1987	31st October 1987
List of other Companies in which Directorships held	NIL	Bhopal Wires Private Limited
Terms and Conditions	As per the agreement for the reappointment of whole time director entered into by the Company with Mr Rakesh Gupta.	As per the agreement for the appointment of managing director entered into by the Company with Mr Kishore Gupta
Relationship with other Directors, Managers and KMPs	As per Section 2(77) of the Companies Act 2013, he is covered under the relative (Brother) of Mr Kishore Gupta (Managing Director)	As per Section 2(77) of the Companies Act 2013, he is covered under the relative (Brother) of Mr Rakesh Gupta (Whole time Director & CFO)
No. of Board Meetings attended during the year	9	9
Membership/Chairmanship in Committees of the Board	3	2
Remuneration sought to be paid	As per the agreement for the reappointment of whole time director entered into by the Company with Mr Rakesh Gupta. The Company has obtained the members approval for payment of minimum remuneration in the event of inadequacy or absence of profit	As per the agreement for the appointment of managing director entered into by the Company with Mr Kishore Gupta. The Company has obtained the members approval for payment of minimum remuneration in the event of inadequacy or absence of profit
Remuneration last drawn	10,56,000 p.a.	14,40,000 p.a.
Shareholding in the Company	562100	583500
Shareholding of non-executive directors in Company	Nil	Nil

Mr. Kishore Gupta (DIN : 00014205), Mr. Rakesh Gupta (DIN: 00014139) and their relatives are concerned or interested in the said resolution.

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



Place : Bhopal

Date : 13th August, 2016

(SHWETA AGARWAL)
COMPANY SECRETARY & COMPLIANCE OFFICER

DIRECTOR'S REPORT

To
THE MEMBERS
STAR DELTA TRANSFORMERS LIMITED
BHOPAL

Your Directors have pleasure in presenting the 40th Annual Report of your Company for the financial year ended 31st March, 2016.

1. FINANCIAL HIGHLIGHTS AND OPERATION:

	(Rupees in Thousands)	
	2015-2016	2014-2015
Sales and other income	787916	534245
Profit before depreciation	55998	31082
Depreciation	7834	8898
Profit before tax	48164	22184
Provision for tax	15800	5413
Deffered tax provision written off	1200	—
Income tax earlier year	(481)	(14)
Net Profit after tax	31645	16771
Profit brought forward from previous year	6685	1707
Transfer to general reserve	5000	10000
Balance carried	33330	6685

2. STATE OF COMPANY'S AFFAIRS & FUTURE OUTLOOK:

The Company's revenue has been increased from Rs.534244817 to Rs 787915576. i.e. 47.48% and Company's profit before tax has increased from Rs 22183331 to Rs 48164389 i.e. 117.11%.

Company is expected to have good demand for Distribution and Power Transformers and power related equipments because massive investments are planned in coming years by the Govt. (Central & States) as well as private sector.

3. DIVIDEND:

The Board of Directors has not recommended any dividend for the financial year 2015-16.

4. AMOUNT TRANSFERRED TO RESERVES:

The Company has transferred Rs 50 Lakh to its General reserve.

5. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2016, the Company does not have any Subsidiary/Joint Venture/Associate Companies.

6. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the company during the year.

7. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report