

# **41st ANNUAL REPORT**

**2016-2017**



**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, 4261003

BOARD OF DIRECTORS	: Mr. Kishore Gupta (Chairman & 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 Link Intime India Pvt. Ltd. C 101, 247 Park LBS Marg, Vikhroli west Mumbai 400083
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 Forty first Annual General Meeting of the Members of the Star Delta Transformers Limited will be held on Thursday, 28th day of September, 2017 at 11.30 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. Adoption of Audited financial statement along with 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 March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.

**2. Appointment of Director in place of Director who retires by Rotation;**

To appoint a Director in place of Mr. Rakesh Gupta (DIN: 00014139), who retires by rotation and being eligible, offers himself for reappointment.

**3. Appointment and fixing of the Remuneration of the Statutory Auditors;**

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

**"RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations by the Audit Committee, M/s. S.L. Khabya & Co, Chartered Accountants, (FRN: 00004-C) be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors (M/s. A.K. Khabya & Co.), to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 46th AGM of the Company subject to ratification of appointment by the members at every AGM held after this AGM, on a remuneration as may be mutually agreed between Board of Directors of the Company and the Auditors."

#### **SPECIAL BUSINESS**

**4. To Ratify/Confirm the remuneration payable to Cost Auditors for the financial year ending 31st March, 2018;**

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 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, 2018, 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."

By order of the Board of Directors

-sd-

**Kishore Gupta**

(DIN: 00014205)

Chairman & Managing Director

Date : 11<sup>th</sup> August, 2017

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 22nd day September, 2017 to 28th day September, 2017 (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 transfer to unpaid dividend Account will be transferred to the Investor Education and Protection Fund as per provisions of the Companies Act 2013.
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 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 are requested to intimate any change of address at the earliest to the Company/Registrar and Share Transfer Agents/Depository participant.

**2016-2017**

14. 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.
15. The Remote E-voting period commences on September 25, 2017 (9:00 am) and ends on September 27, 2017 (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.
16. 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, 2017 (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.
17. 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.
18. 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.
19. 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.
20. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report 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.

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

- (i) The voting period begins on September 25, 2017 (9:00 am) and ends on September 27, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2017 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.
- (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	<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"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>

	<ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the dividend bank details or Date of Birth demat account or folio (in dd/mm/yyyy format) as recorded in your demat account or in the 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 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.**
- (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 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be 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)

## **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 No. 04 of the accompanying Notice:

### **Item No. 4:**

The Board of Directors, on recommendation of the Audit committee has approved the appointment and Remuneration 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 2017-18.

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 to 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.

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 Sundays and public holidays, up to the date of this Annual General Meeting (AGM).

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

**(As on 31st March, 2017)**

Name of Director	Mr. Rakesh Gupta
Date of Birth	05th August, 1962
Age	54
Experience	32
Qualification	Bsc, LLB
Expertise	Finance & Legal
Date of first appointment on the Board	15th October, 1987
List of other Companies in which Directorships held	NIL
Terms and Conditions	As per the agreement for the appointment of whole time director entered into by the Company with Mr. Rakesh 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)
No. of Board Meetings attended during the year	5
Membership/Chairmanship in Committees of the Board	3
Remuneration sought to be paid	As per the agreement for the appointment 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
Remuneration last drawn	11,61,600 P.A.
Shareholding in the Company	562100
Shareholding of non-executive directors in Company	Nil

By order of the Board of Directors

-sd-

**Kishore Gupta**

(DIN: 00014205)

Chairman & Managing Director

Date: 11th August, 2017

Place: Bhopal

## DIRECTOR'S REPORT

To  
THE MEMBERS  
STAR DELTA TRANSFORMERS LIMITED  
BHOPAL

Your Directors have pleasure in presenting the 41st Annual Report of your Company for the financial year ended 31st March, 2017.

### 1. FINANCIAL HIGHLIGHTS AND OPERATION:

(Rupees in Thousands)

	2016-2017	2015-2016
Sales and other income	648077	787916
Profit before depreciation	57726	55998
Depreciation	7887	7834
Profit before tax	49839	48164
Provision for tax	17500	15800
Deffered tax provision written off	(900)	1200
Income tax earlier year	1079	(481)
Net Profit after tax	32160	31645
Profit brought forward from previous year	33331	6685
Transfer to general reserve	0	5000
Balance carried	65491	33330

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

The Company's revenue has been decreased from Rs.787915576 to Rs 648076617. i.e. 17.75% and Company's profit before tax has increased from Rs 48164389 to Rs 49839432 i.e. 3.48%.

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 2016-17.

### 4. AMOUNT TRANSFERRED TO RESERVES:

The Company has not transferred any amount to its General reserve.

### 5. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2017, 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 and the date of this report

**8. EXTRACT OF ANNUAL RETURN**

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. **(Annexure: I)**

**9. LOANS, GUARANTEES AND INVESTMENTS**

As on 31st March 2017, Company has following Loans under section 186 of the Companies Act, 2013:

<b>Sr. No.</b>	<b>Particular / Purpose / Nature of Transaction</b>	<b>Amount of Transaction</b>
1.	Loan to Chirayu Charitable foundation	25,00,000
	<b>Total</b>	<b>25,00,000</b>

**10. RELATED PARTY TRANSACTIONS**

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions as approved by the Board is uploaded on the Company's website <http://www.stardeltatransformers.com> During the financial year 2016-17, the Company entered into transactions with related parties, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

There are no transactions that are required to be reported in Form AOC-2 and as such does not form part of the Report.

Suitable disclosures have been made in the financial statements as prescribed in accounting standards.

**11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:**Conservation of Energy:

Company continues its efforts to reduce and optimize the energy consumption at all manufacturing facilities, including corporate office through continuous monitoring and high degree of awareness for energy conservation. Company also has its own solar power plant. Company has not made any capital investment on energy conservation equipments.

**A. POWER & FUEL CONSUMPTION****2016-17****2015-16****I ELECTRICITY**

Purchased Units	353999	364993
Total Amount (Rs.)	3469403	3425925
Rate per Unit (Rs.)	9.80	9.39
Own Generation		
Diesel Generator, Units	941	1170
Units per Ltr. Of Diesel	39	35
Average Cost per unit (Rs)	39	35