

44th ANNUAL REPORT

2019-20



STAR DELTA TRANSFORMERS LIMITED

CIN: L31102MP1977PLC0013963

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

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

Email Id: Star.delta@rediffmail.com, Website: www.stardeltatransformers.com

Contents

| Particulars | Page No. |
|--|----------|
| Board of Directors and Corporate Information | 01 |
| Notice of Annual General Meeting (AGM) and Explanatory Statement | 02 |
| Director's Report and its Annexures | 33 |
| Management Discussion and Analysis Report | 65 |
| Corporate Governance Report | 67 |
| Independent Auditor's report | 93 |
| Standalone Financials results | 97 |

| | |
|---------------------------|--|
| BOARD OF DIRECTORS | <ol style="list-style-type: none"> 1. Mr. Kishore Gupta (Chairman & Managing Director) (DIN: 00014205) 2. Mr. Rakesh Gupta (Whole Time Director & CFO) (DIN: 00014139) 3. Mr. Mayank Gupta (Executive Director) (DIN: 00244850) (w.e.f April 24, 2020) 4. Mrs. Shalini Mathur (Independent Director) (DIN: 08386168) 5. Mr. Ajay Gupta (Independent Director) (DIN: 03644871) (w.e.f March 26, 2020) 6. Mr. Ankur Chouksey (Independent Director) (DIN: 08703922) (w.e.f March 26, 2020) 7. Mr. Laxmendra Maheshwari (Independent Director) (DIN: 00278005) (upto March 26, 2020) 8. Mr. Shashendra Lahri (Independent Director) (DIN: 02704101) (upto March 26, 2020) |
|---------------------------|--|

CORPORATE INFORMATION

| | |
|---|--|
| REGISTERED OFFICE | 92-A, Industrial Area, Govindpura, Bhopal-462023 (M.P) INDIA |
| STATUTORY AUDITORS | M/s. S.L Khabya & Co., Chartered Accountants, Bhopal. |
| SECRETARIAL AUDITORS | M/s. Piyush Bindal & Associates, Company Secretaries, Bhopal |
| COST AUDITORS | M/s. Sanjay Kasliwal and Associates, Cost Accountants, Bhopal |
| COMPANY SECRETARY & COMPLIANCE OFFICER | Ms. Priya Solanki |
| AUDIT COMMITTEE | <ol style="list-style-type: none"> 1. Mr. Ajay Gupta (Chairman) (w.e.f March 26, 2020) 2. Mr. Shashendra Lahri (Chairman) (upto March 26, 2020) 3. Mr. Rakesh Gupta 4. Mr. Ankur Chouksey (w.e.f March 26, 2020) 5. Mr. Laxmendra Maheshwari (upto March 26, 2020) |
| NOMINATION AND REMUNERATION COMMITTEE | <ol style="list-style-type: none"> 1. Mr. Ajay Gupta (Chairman) (w.e.f March 26, 2020) 2. Mr. Laxmendra Maheshwari (Chairman) (upto March 26, 2020) 3. Mrs. Shalini Mathur 4. Mr. Ankur Chouksey (w.e.f March 26, 2020) 5. Mr. Shashendra Lahri (upto March 26, 2020) |
| STAKEHOLDERS' RELATIONSHIP COMMITTEE | <ol style="list-style-type: none"> 1. Mr. Ankur Chouksey (Chairman) (w.e.f March 26, 2020) 2. Mr. Laxmendra Maheshwari (Chairman) (upto March 26, 2020) 3. Mrs. Shalini Mathur (Member) 4. Mr. Rakesh Gupta (Member) |
| CORPORATE SOCIAL RESPONSIBILITY COMMITTEE | <ol style="list-style-type: none"> 1. Mr. Kishore Gupta (Chairman) 2. Mr. Rakesh Gupta (Member) 3. Mrs. Shalini Mathur (w.e.f March 26, 2020) 4. Mr. Laxmendra Maheshwari (Member) (upto March 26, 2020) |
| REGISTRAR AND SHARE TRANSFER AGENT | Link Intime India Private Limited ("Link Intime") Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083. E-mail ID: rnt.helpdesk@linkintime.co.in Phone: +91 22 4918 6000 / 6200 Fax: 02249186060 |
| BANKERS | HDFC Bank |



STAR DELTA TRANSFORMERS LIMITED

CIN: L31102MP1977PLC0013963

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

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

Email Id: Star.delta@rediffmail.com, Website: www.stardeltatransformers.com

NOTICE OF 44th (FORTY- FOURTH) ANNUAL GENERAL MEETING

Dear Members,

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

AS ORDINARY BUSINESS:

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

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

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

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

AS SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Registered Office:

92-A, Industrial Area, Govindpura,

Bhopal-462023 (M.P) INDIA

Tel.: (0) 0755-2586680, 4261016,

Fax: (0755)2580059

Email Id: Star.delta@rediffmail.com,

Website: www.stardeltatransformers.com

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

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

Place: Bhopal

Date: August 20, 2020

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

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

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

2. Dispatch of Notice and Annual Report through electronic means

Pursuant to Sections 101 and 136 of the Act read with rules framed thereunder and Regulation 36(1) of the SEBI (LODR) Regulations, 2015, in compliance with the said MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“SEBI Circular”), owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of the Board of Directors, the Auditor’s report or other documents required to be attached therewith), such statements including the Notice of the 44th AGM of the Company along with the Annual Report 2019-20, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s).

3. Request for updating email address, contact No., Bank Details, PAN No. and other details

- a) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent of the Company, viz., M/s. Link Intime Private Limited (“Link Intime”) at Email id:- rnt.helpdesk@linkintime.co.in or Fax : 022 -4918 6060 in case the shares are held by them in Physical form along with supporting Documents i.e. self-attested copy of the PAN Card and Aadhar Card, one additional self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder, one Utility Bill and one cancelled cheque.
- b) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime co. Pvt. Ltd., Registrar and Share Transfer Agent of the Company at Email id:- rnt.helpdesk@linkintime.co.in or Fax : 022 -4918 6060.

4. Web link to access Notice of 44th AGM and Annual Report

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

| | |
|--|--|
| Company’s website | www.stardeltatransformers.com |
| Website of stock exchanges where equity shares of the Company are listed | www.bseindia.com |
| Website of National Securities Depository Limited | www.evoting.nsdl.com |

5. Registrar and Share Transfer Agent

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

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

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

E-mail ID: rnt.helpdesk@linkintime.co.in

Phone: +91 22 4918 6000 / 6200

Fax: 02249186060

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

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

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

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

7. Proxy Form, Attendance Slip and Route Map:

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

8. Corporate Representations

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

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

9. Joint Holders:

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

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

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

11. Quorum:

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

12. Documents for Inspection:

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