

**STAR DELTA TRANSFORMERS LIMITED**

CIN: L31102MP1977PLC001393

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

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

Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com), Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)**NOTICE OF 48<sup>th</sup> (FORTY- EIGHTH) ANNUAL GENERAL MEETING****Dear Members,**

Notice is hereby given that the 48<sup>th</sup> (Forty- Eighth) Annual General Meeting of Star Delta Transformers Limited will be held on Saturday, **September 28<sup>th</sup>, 2024 at 12.30 p.m.**, at the Registered office of the Company at 92 A, Industrial Area, Govindpura, Bhopal 462023 (M. P.) to transact the following business:

**AS ORDINARY BUSINESS:**

**Item No. 1: Adoption of Audited Standalone Financial Statements of the Company for Financial year ended March 31, 2024 together with the reports of Board of Directors and the Auditor's thereon;**

To review, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year Ended March 31, 2024 together with the reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.

**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, who retires by rotation and, being eligible, offers himself for re-appointment, as a Director of the Company.

The Shareholders are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Kishore Gupta (DIN: 00014205) as a Director, who shall be liable to retire by rotation.”

**AS SPECIAL BUSINESS**

**Item No. 3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2025;**

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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] based on the recommendation of the Audit Committee and of the Board of Directors, remuneration of ₹ 40,000/- (Rupees Forty Thousand only) per annum plus out of pocket expenses that may be incurred by M/s Sanjay Kasliwal and Associates, Cost Accountant, Bhopal (Firm Registration Number: 100888), the “Cost Auditors” appointed by the Board of Directors of the Company, for the Financial Year ending March 31, 2025, be and is hereby ratified and approved.”

**“RESOLVED FURTHER THAT** the Board of Directors and / or the Chief Financial Officer and / or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 4. Re-appointment of Mr. Ajay Gupta (DIN: 03644871) as an “Independent Director” of the Company for his 2<sup>nd</sup> Consecutive Term with effect from March 26<sup>th</sup>, 2025.**

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 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, the tenure of Mr. Ajay Gupta (DIN: 03644871) who was appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 26, 2020 upto March 25, 2025 (both days inclusive) is expiring on March 25<sup>th</sup>, 2025 and 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 on recommendation of Nomination and Remuneration committee of the Company and with consent of Board of directors, approval of the members by way of special resolution be and is hereby accorded to Re-appoint him as a “Independent Director” of the Company for his 2<sup>nd</sup> Consecutive Term with effect from March 26<sup>th</sup>, 2025 not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years commencing from March 26<sup>th</sup>, 2025 upto March 25<sup>th</sup>, 2030 (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 Re-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.”

**“RESOLVED FURTHER THAT** this Resolution will come in effect from 26<sup>th</sup> March 2025.”

**Item No. 5. 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, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time,

Pursuant to the Articles of Association of the Company and in line with the Recommendation of Nomination and Remuneration committee of the Company and with consent of the Board of Directors of the Company, approval of the members by way of special resolution be and is hereby accorded to re-appoint Mr. Kishore Gupta (Din: 00014205) as a Managing Director and Chairman of the Company for further term of 5 (Five) consecutive years commencing with effect from March 26, 2025 to March 25, 2030 (both days inclusive) on such following terms and conditions as mentioned in Explanatory statement attached with this notice.

**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 as Managing Director of the Company and to file the requisite forms with the Registrar of Companies, Gwalior and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

“**RESOLVED FURTHER THAT** this Resolution will come in effect from 26<sup>th</sup> March 2025.”

**Item No. 6: Re-appointment of Rakesh Gupta (DIN: 00014139) as “Whole time director and CFO” and fixing 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 and consent of Board of directors, approval of the members by way of special resolution be and is hereby accorded for reappointment of Mr. Rakesh Gupta (DIN: 00014139) as a Whole time Director and CFO of the Company for another term of 5 (Five) consecutive years commencing from September 29, 2025 upto September 28, 2030 (both days inclusive) on such following terms and conditions as mentioned in explanatory statement attached below.

**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.”

“**RESOLVED FURTHER THAT** this Resolution will come in effect from 29<sup>th</sup> September 2025.”

**Item no. 7: Revision in minimum remuneration proposed to be given to Mr. Mayank Gupta (DIN: 00244850), executive Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) (e) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’) and other applicable regulations, if any, as amended from time to time, and in line with the Recommendation of Nomination and Remuneration committee and consent of the Board of Directors of the Company , approval of the members by way of special resolution be and is hereby accorded to pay Rs. 1,81,500/- (Rupees One lakh Eighty one thousand and five hundred rupees only) per Month with an increase of 10% per annum including perquisites to Mr. Mayank Gupta (DIN: 00244850) executive director of the Company, as minimum remuneration, in the event of inadequacy or absence of profits, 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 with effect from 01<sup>st</sup> October 2024 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 Board 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 above 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.”

Star Delta Transformers limited  
 CIN: L31102MP1977PLC001393  
 92-A, Industrial Area, Govindpura,  
 Bhopal-462023 (M.P) INDIA  
 Tel.: (0) 0755-2586680, 4261016,  
 Fax: (0755)2580059  
 Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com),  
 Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)

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

Kishore Gupta  
 Chairman & Managing Director  
 DIN: 00014205

Place: Bhopal  
 Date: August 12, 2024

**Notes:**

1. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 7 of the accompanying Notice are 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. The proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight (48) hours before the commencement of meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, 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 carrying voting rights. 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

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.

3. 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.
4. Directors have not recommended any Dividend on Equity Shares for the financial year ended March 31<sup>st</sup>, 2024.
5. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment /re-appointment as Director and/or relating to remuneration of Directors is incorporated in the annexure to the notice.
6. Members/Proxies/Authorized Representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in electronic mode are requested to write the Client ID and DP ID number and those who hold shares in physical mode are requested to write their folio number in the attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
7. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

8. 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.

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 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.

11. Documents open for inspection:

A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company;

B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and

C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

D. 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.

12. 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.

13. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM.

14. Members may also note that this annual report will also be available on the Company's website <https://www.stardeltatransformers.com/investers>

15. 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.

16. 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 the Companies Act, 1956/ Companies Act 2013. Kindly note that the once the amount is transferred to the IEPF, **no claims shall lie against the Company**. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 as available on [www.iepf.gov.in](http://www.iepf.gov.in) .

17. The Register of members and the Share Transfer Books of the company will remain closed from Sunday, September 22<sup>nd</sup>, 2024 to Saturday, September 28<sup>th</sup>, 2024 (both days inclusive) for the purpose of Annual General Meeting.

18. 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.

19. 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.

20. The Remote E-voting period commences on Wednesday, September 25<sup>th</sup>, 2024 (9:00 am) and ends on Friday, September 27<sup>th</sup> 2024 (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.

21. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Saturday, September 21<sup>st</sup>, 2024 (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.

22. 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.

23. 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.

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

25. Attendance slip, proxy form and the route map showing directions to reach the venue of the 48<sup>th</sup> AGM is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.

26. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

27. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website and are also available on company's website. Members are requested to submit the said form to their DP in

case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

**28.** The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

**29. 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.

Website: <https://linkintime.co.in/>

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

**30. 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 Business to be transacted at the AGM, as set out under Item Nos. 3 in this Notice of the accompanying Notice, is annexed hereto.

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

**31. Transfer to investor education and provident fund:**

In terms of the applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), dividend(s) which are unpaid and unclaimed for the period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

Shareholders are informed that no dividend amount is due to be transferred to IEPF with the company after the Financial year 2014-15 and therefore the dividend account has been closed with Zero Balance. Shareholders are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 (seven) years from the dates they became first due for payment.

There is a separate section under Company's Website to disseminate all Information in relation to IEPF such as Unpaid and Unclaimed Dividend, Shares transferred or liable to be transferred, advertisement, notices etc. Details of the same can be accessed from the website of the company at <https://www.stardeltatransformers.com/iepf> The Company has uploaded the Shareholder wise details of said unpaid and unclaimed amounts lying with the Company as on March 31, 2024 on the website of the Company at: <https://www.stardeltatransformers.com/iepf>

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

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



Telephone No.: +91-755-2586680

### 32. Compulsory Transfer Of Equity Shares To Investor Education And Protection Fund (“IEPF”) Suspense Account:

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

After the financial year 2014-15, no dividend has been declared by the company and therefore there will be no further transfer of any shares to IEPF authority hereafter.

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

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

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 48<sup>th</sup> AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system will be provided by NSDL.

The remote e-voting period begins on Wednesday , 25 September, 2024 at 09:00 A.M. and ends on Friday, 27 September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday , 21 September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21<sup>st</sup> September 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by</p>

	providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical Issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

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

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

After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

Upon confirmation, the message “Vote cast successfully” will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cspiyushbindal@gmail.com](mailto:cspiyushbindal@gmail.com) Please mention the e-mail ID of Scrutinizer [cspiyushbindal@gmail.com](mailto:cspiyushbindal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### 34. Dispatch of Notice and Annual Report through electronic means

In accordance with, the General Circular No. 09/2023 dated 25.09.2023 ,Circular No. 10/2022 dated 28<sup>th</sup> December 2022 , Circular No. 02/2022 dated 05 May 2022 and 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular No.: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05<sup>th</sup> January 2023 issued by the Securities and Exchange Board of India (SEBI), 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 48<sup>th</sup> AGM of the Company along with the Annual Report 2023-24, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) or Company’s RTA “ M/s. Link Intime India Private Limited”.

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

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 [www.linkintime.co.in](http://www.linkintime.co.in) 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.

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 [www.linkintime.co.in](http://www.linkintime.co.in)

#### 36. Web link to access Notice of 48<sup>th</sup> AGM and Annual Report

Members may note that the Notice of the 48<sup>th</sup> AGM along with the Annual Report 2023-24 is uploaded and available electronically at the following links:

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

#### 37. Voting Results

The voting results shall be declared not later than 48 (forty eight) hours from the conclusion time of the Meeting. The results declared along with the Scrutinizer’s Report will be placed on the website of the Company at <https://www.stardeltatransformers.com/> and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorised by the Board in this regard and will simultaneously be forwarded to BSE Limited, where equity shares of the Company are listed.

Star Delta Transformers limited  
CIN: L31102MP1977PLC001393  
92-A, Industrial Area, Govindpura,  
Bhopal-462023 (M.P) INDIA  
Tel.: (0) 0755-2586680, 4261016,  
Fax: (0755)2580059  
Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com)  
Website: <https://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 12, 2024

**ANNEXURE TO THE NOTICE FOR THE 48<sup>th</sup> (FORTY EIGHTH) ANNUAL GENERAL MEETING (AGM) OF STAR  
DELTA TRANSFORMERS LIMITED**

**Explanatory Statement**

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

**Item No. 3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2025;**

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has appointed M/s Sanjay Kasliwal and Associates, Cost Accountant, Bhopal (Firm Registration Number.: 100888) as the “Cost Auditors” of the Company for the Financial Year ended March 31, 2025 and recommended the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) per annum plus out of pocket expenses that may be incurred, to M/s Sanjay Kasliwal and Associates.

Pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], 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.

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

Based on the certification received from the Cost Auditor, it may be noted that: -

(a) the firm is eligible for re-appointment as Cost Auditor of the Company and that they are not disqualified for appointment under the Act, the Cost and Work Accountant, 1959 (23 of 1959) and the rules or regulations made there Under;

(b) their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act. (c) there are no order or proceedings pending against the firms or any of its partners relating to professional matter of conduct before the Institute of Cost Accountants of India or any Competent Authority or any Court;

(c) they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm’s length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in this Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of this Notice for approval of the members of the Company.

**Item No. 4. Re-appointment of Mr. Ajay Gupta (DIN: 03644871) as an “Independent Director” of the Company for his 2<sup>nd</sup> Consecutive Term with effect from March 26<sup>th</sup>, 2025.**

The Chairman will inform the members of the company that Board of Directors, on recommendation of the Nomination and remuneration committee, had re-appointed Mr. Ajay Gupta (DIN: 03644871) as Non-Executive, Independent Director of the Company, for his 2<sup>nd</sup> Consecutive Term with effect from March 26<sup>th</sup>, 2025 to hold office for a term of 5 (Five) consecutive years commencing from March 26<sup>th</sup>, 2025 upto March 25<sup>th</sup>, 2030 (both days inclusive) and subject to the approval of the members in this



48<sup>th</sup> Annual General Meeting, for Re-appointment as an Independent Director not liable to retire by rotation.

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

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

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

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

Except Mr. Ajay Gupta (DIN: 03644871) , None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Item No. 5: Re-appointment of Mr. Kishore Gupta, (Din: 00014205) as a “Chairman and Managing Director” of the Company and fixing his minimum remuneration.**

The Chairman will inform the Members of the Company that in their Annual General Meeting Held on 29/09/2020 company had re-appointed Mr. Kishore Gupta as a Managing Director and Chairman of the Company for a period of five years with effect from March 26, 2020. The said term will expire on March 25, 2025.

Hence, on recommendation of the Nomination and remuneration committee, Board of directors , subject to members approval in general meeting ,decided to re-appoint Mr. Kishore Gupta as a Managing Director of the Company for a further period of 5 years with effect from March 26, 2025 to March 25, 2030 on the terms and Condition as may be approved by the Board and Members of the Company in Next General Meeting and fix his minimum Remuneration.

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

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

#### **Minimum Remuneration:**

**Basic Salary:** In consideration of the performance of his duties, the Company shall pay ₹ 3,21,475/- (Rupees Three lakhs twenty one Thousand four hundred and seventy five rupees only) per Month (i.e. ₹ 38,57,695 per annum) with an increase of 10% per annum for the period commencing from March 26, 2025 upto March 25, 2030 (both days inclusive).

**Perquisites/Benefits:** Remuneration will include the following Perquisites/Benefits/allowances

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

#### **Performance linked bonus:**

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

#### **I.OVERALL REMUNERATION:**

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

#### **II.Minimum Remuneration**

i.notwithstanding anything contained in section 197, 198 and Schedule V of the Companies Act, 2013 ('Act') of the Companies Act 2013, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned above be paid as minimum remuneration to Mr. Kishore Gupta (Din: 00014205) without obtaining any further approval of the members for the period commencing from March 26, 2025 upto March 25, 2030 (both days inclusive).

ii.Pursuant to the Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable

regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned above shall be paid as minimum Remuneration to Mr. Kishore Gupta (Din: 00014205), Managing Director of the Company and being promoter of the Company, notwithstanding if the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

### III. OTHER TERMS OF APPOINTMENT:

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

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

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

#### **Item No. 6: Re-appointment of Mr. Rakesh Gupta (DIN: 00014139) as Whole Time Director and CFO Of The Company and fixing his minimum remuneration**

The Chairman will inform the Members of the Company that in their Annual General Meeting Held on 29/09/2020 company had re-appointed Mr. Rakesh Gupta (DIN: 00014139) as Whole time director and CFO of the Company for a period of five years with effect from 29<sup>th</sup> September 2020. The said term will expire on 28<sup>th</sup> September 2025.

Hence, on recommendation of the Nomination and remuneration committee and consent of Board of directors, approval of members is accorded to re-appoint Mr. Rakesh Gupta (DIN: 00014139) as Whole time director and CFO of the Company for a further period of 5 years with effect from 29<sup>th</sup> September 2025 to 28<sup>th</sup> September 2030 on the terms and Condition as may be approved by the Board and Members of the Company in General Meeting and fix his minimum Remuneration.

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

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

**Minimum Remuneration:**

**Basic Salary:** In consideration of the performance of his duties, the Company shall pay ₹ 2,47,805/- (Rupees Two Lakhs Forty seven thousand eight hundred and five rupees only) per Month (i.e. ₹ 29,73,660 per annum) with an increase of 10% per annum for the period commencing from September 29, 2025 upto September 28, 2030 (both days inclusive).

**Perquisites/Benefits:** Remuneration includes following Perquisites/Benefits/allowances:

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

**Performance linked bonus:**

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

**IV.OVERALL REMUNERATION:**

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

**V.Minimum Remuneration**

iii.notwithstanding anything contained in section 197, 198 and Schedule V of the Companies Act, 2013 ('Act') of the Companies Act 2013, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned above be paid as minimum remuneration to Mr. Rakesh Gupta (DIN: 00014139), without obtaining any further approval of the members for the period commencing from September 29, 2025 upto September 28, 2030 (both days inclusive).

iv.Pursuant to the Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable

regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), annual remuneration (including the salary, perquisite, benefits, allowances and performance linked bonus, if any, any fees or compensation payable) as mentioned above shall be paid as minimum Remuneration to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company and being promoter of the Company, notwithstanding if the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

#### VI. OTHER TERMS OF APPOINTMENT:

iii. As the Whole Time Director Mr. Rakesh Gupta will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called “the Board”) shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.

iv. Either party may terminate this agreement by giving to the other party 3 months’ notice of such termination or by surrendering 3 months’ remuneration in lieu thereof.

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

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

#### **Item no. 7: Revision in minimum remuneration proposed to be given to Mr. Mayank Gupta (DIN:00244850), executive Director of the Company**

The chairman will inform members that in the 44th AGM of the company Mr. Mayank Gupta (DIN:00244850) was appointed as “Director“ (Executive) and his minimum remuneration was fixed by passing special resolution on such terms and conditions and Terms of Remuneration without obtaining any further approval of the members for the period commencing from April 24, 2020, notwithstanding if the total remuneration exceeded 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.

On the recommendation of Nomination and Remuneration Committee and consent of Board of directors, approval of members by way of special resolution is accorded for revision in minimum remuneration to be paid to Mr. Mayank Gupta (DIN:00244850) with effect from 01<sup>st</sup> october 2024 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 without obtaining any further approval of the members in any Financial year on following terms and conditions :

**Minimum Remuneration:**

**Basic Salary:** In consideration of the performance of his duties, the Company shall pay Rs. 1,81,500/- (Rupees One lakh Eighty one thousand and five hundred rupees only) per Month with an increase of 10% per annum including perquisites to Mr. Mayank Gupta, (Din: 00244850) executive director of the Company, as minimum remuneration, in the event of inadequacy or absence of profits, 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 with effect from 01<sup>st</sup> October 2024 without obtaining any further approval of the members in any Financial year.

**Perquisites/Benefits:** Remuneration includes following Perquisites/Benefits/allowances:

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

**Performance linked bonus:**

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Mayank Gupta, (Din: 00244850) may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

**VII.OVERALL REMUNERATION:**

The aggregate of salary, perquisite, benefits, allowances and Performance linked Bonus if any, as mentioned above be paid to Mr. Mayank Gupta, (Din: 00244850) as a Overall Remuneration notwithstanding if the said remuneration (salary, perquisite, benefits and allowances) are in excess of the limits prescribed under Sections 197, Schedule V and any other applicable provisions and Rules, if any, of the Companies Act 2013.

**VIII.Minimum Remuneration**

notwithstanding anything contained in section 197, 198 and Schedule V of the Companies Act, 2013 ('Act') of the Companies Act 2013, or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned above be paid as minimum remuneration to Mr. Mayank Gupta, (Din: 00244850) without obtaining any further approval of the members .

- v. Pursuant to the Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and other applicable regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), annual remuneration (including the salary, perquisite, benefits, allowances and performance

linked bonus, if any, any fees or compensation payable) as mentioned above shall be paid as minimum Remuneration to Mr. Mayank Gupta, (Din: 00244850) executive Director of the Company and being promoter of the Company, notwithstanding if the said limits of annual remuneration are in excess of the limits prescribed under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

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

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

Star Delta Transformers limited  
CIN: L31102MP1977PLC001393  
92-A, Industrial Area, Govindpura,  
Bhopal-462023 (M.P) INDIA  
Tel.: (0) 0755-2586680, 4261016,  
Fax: (0755)2580059  
Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com),  
Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)

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

Kishore Gupta  
Chairman & Managing Director  
DIN: 00014205

Place: Bhopal  
Date: August 12, 2024

**BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 48<sup>th</sup> (FORTY- EIGHTH) ANNUAL GENERAL MEETING OF THE COMPANY**

Details of Directors seeking re-appointment at the 48<sup>th</sup> Annual General Meeting pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings issued by the Institute of Company Secretaries of India are as follow:

Resolution	Item No.2 , 5	Item no.4	Item. 6
Name of Director	<b>Mr. Kishore Gupta</b>	<b>Ajay Gupta</b>	<b>Mr. Rakesh Gupta</b>
Director Identification Number (DIN)	DIN: 00014205	Din: 03644871	DIN: 00014139
Nationality	Indian	Indian	Indian
Father's name	Late Mr. Laxmi Narayan Gupta	Late Sri. Vishweshwar Dayal	Late Mr. Laxmi Narayan Gupta
Age in years	65 years	58 years	62 years
Date of first appointment	27/03/2015 (Last re-appointment as the "Managing Director")	26/03/2020 (as an additional, Non-Executive, Independent Director)	30/09/2016 (Last re-appointment as the "Whole time Director")
Designation for which appointment is proposed	Chairman and Managing Director	Independent Director	Whole Time Director and CFO
Qualifications and Experience	Mr. Kishore Gupta, aged about 65 years is a Managing Director and Promoter of the Company. He is a Bachelor of Engineering with an experience of more than 40 years of the similar industry/ field/ business in which the Company is engaged. Mr. Kishore Gupta 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. Ajay Gupta, aged about 58 is a commerce graduate and has done M.A (Economics) from Bhopal University and has over 38 years of experience in the field of Accounting, Administration and Management. He was the Computer Operator in a Canara Bank for almost 24 years and currently is a Executive Director on the Board of Centurion Builders Private Limited since 14-15 years	Mr. Rakesh Gupta, aged about 62 years is a Promoter of the Company He has done BSC and L.L.B and has a vast experience in Finance and Accounting. He is also CFO of the Company and has played a lead role in formulating the Company's strategy.
Expertise in specific functional area	Engineering	Management	Accounting
Shareholding in the Company on 31/03/2022	586260 Equity Shares	1000 Equity shares	563940 Equity Shares



Number of Board Meetings attended during F.Y 2023-24	6 out of 6	6 out of 6	6 out of 6
Terms and conditions of appointment	It is Proposed to re-appoint Mr. Rakesh Gupta as a Whole Time Director of the Company for another term of 5 (Five) consecutive years commencing from March 26, 2025 upto March 25, 2030 (both days inclusive).	It is Proposed to re-appoint Mr. Ajay Gupta as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 consecutive years commencing from March 26, 2025 upto March 25, 2030 (both days inclusive).	It is Proposed to re-appoint Mr. Rakesh Gupta as a Whole Time Director of the Company for another term of 5 (Five) consecutive years commencing from September 29, 2025 upto September 28, 2030 (both days inclusive).
Details of proposed remuneration	Remuneration will be remain same as has been approved by Members of the Company in their 48 <sup>th</sup> Annual General meeting.	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law.	Remuneration will be remain same as has been approved by Members of the Company in their 48 <sup>th</sup> Annual General meeting
Details of remuneration last drawn (per annum)	Rs. 3627158.06 in Financial year 2023-24.	NIL	Rs. 2397736 in Financial year 2023-24.
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	Member of Corporate Social Responsibility Committee	Chairman & Member of Audit Committee and Nomination and Remuneration.	Member of Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Companies in which he/she is a Director*	NIL	NIL	NIL
List of outside Directorships held	Bhopal Wire Private Limited	Centurion Builders Pvt Ltd	Majestic Leasing Company Private Limited (Previously known as Majestic Leasing Company Limited)
Relationship with other Directors or Key Managerial Personnel of the Company	Brother of Mr. Rakesh Gupta, and father of Mr. Mayank Gupta	No	Brother of Mr. Kishore Gupta, Managing Director of the Company

\*Based on disclosures received from the Directors

Star Delta Transformers limited  
CIN: L31102MP1977PLC001393  
92-A, Industrial Area, Govindpura,  
Bhopal-462023 (M.P) INDIA  
Tel.: (0) 0755-2586680, 4261016,  
Fax: (0755)2580059  
Email Id: [Star.delta@rediffmail.com](mailto:Star.delta@rediffmail.com),  
Website: [www.stardeltatransformers.com](http://www.stardeltatransformers.com)

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

Kishore Gupta  
Chairman & Managing Director  
DIN: 00014205

Place: Bhopal  
Date: August 12, 2024