



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, Website: www.stardeltatransformers.com

NOTICE OF 45th (FORTY- FIFTH) ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the 45th (Forty- Fifth) Annual General Meeting of Star Delta Transformers Limited will be held on **Wednesday, September 29, 2021 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 Standalone Financial Statements of the Company for Financial year ended March 31, 2021 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, 2021 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. Rakesh Gupta (DIN: 00014139), as a Director liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Rakesh Gupta (DIN: 00014139), Executive Director, 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. Rakesh Gupta (DIN: 00014139), 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, 2022;

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 ₹ 30250/- (Rupees Thirty thousand two hundred and fifty) 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, 2022, 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.”

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,
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 13, 2021

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 and General Circular No.02/2021 dated 13th January, 2021 (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 45th (Forty Fifth) 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 45th (Forty Fifth) 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

In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 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 45th AGM of the Company along with the Annual Report 2020-21, 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”.

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 45th AGM and Annual Report

Members may note that the Notice of the 45th AGM along with the Annual Report 2020-21 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 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.

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 45th 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 cspiyushbindal@gmail.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 45thAGM 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, 2021:

Directors have not recommended any Dividend on Equity Shares of the Company for financial year ended March 31, 2021.

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 the Directors are interested, maintained under Section 189 of the Act may please be sent to cs.sdtl77@gmail.com.

All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis of request being sent on cs.sdtl77@gmail.com.

13. Book Closure:

The Register of members and the Share Transfer Books of the company will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of Annual General Meeting.

14. Green Initiative:

Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Hence, Members are requested to support the GREEN Initiative by registering/updating their e-mail address with the Depository Participant (in case of equity shares held in dematerialised form) or with Link Intime co. Pvt. Ltd., Registrar and Transfer Agent (in case of equity shares held in physical form) to enable the Company to send electronic communications.

This initiative would enable the Members to receive Company communications promptly besides protecting the environment by reducing consumption of paper.

15. Nomination

Members can avail facility of nomination in respect of equity shares held by them pursuant to Section 72 of the Act and rules made thereunder.

Members holding equity shares in dematerialised form may contact their respective Depository Participant for availing this facility.

Members holding equity shares in physical form desiring to avail this facility may send their nominations in the prescribed Form No. SH-13 duly filled in, to Link Intime at the above-mentioned address.

16. 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.

During the year under review, the Company in compliance with the aforesaid provisions and the said Rules, has transferred ₹ 35927.50/- along with Interest amount of ₹ 6132/- to Investor Education and Protection Fund ("IEPF") for the Financial Year 2012-13.

Shareholders are informed that the dividend amount for the Financial Year 2013-14 remaining unclaimed shall become due for transfer on November 6, 2021 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of Section 124 of the Companies Act, 2013, on expiry of 7 (seven) years from the date of its declaration. Shareholders are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for the period of 7 (seven) years from the dates they became first due for payment.

Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2013-14 is requested to approach the Company / the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before October 31, 2021. The Company has already send reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF in the due course.

The details of Dividend declared from the Financial Year 2013-14 onwards and the dividend lying unpaid and unclaimed as on March 31, 2021 are as under: (Amount in ₹)

Financial Year	Date of Declaration of Dividend	Amount of Dividend declared per equity share	Amount lying in the Unpaid Dividend Account as on March 31, 2021	Last Date for claiming Unpaid/ Unclaimed dividend
2013-14	30/09/2014	0.50	41130.00	06/11/2021
2014-15	30/09/2015	0.50	27847.00	06/11/2022

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 www.stardeltatransformers.com/iepf.php. The Company has uploaded the Shareholder wise details of said unpaid and unclaimed amounts lying with the Company as on March 31, 2021 on the website of the Company at: www.stardeltatransformers.com/iepf.php

Members who have not en cashed their dividend(s) so far in respect of the aforesaid period(s), are requested to make their claim to the at its registered office 92A, Industrial Area, Govindpura Bhopal – 462023 ph: 0755-2586680 Email : star.delta@rediffmail.com or to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited at C 101, 247 Park LBS Marg, Vikhroli west Mumbai 400083, Ph. No.: +9122 49186270, Email: iepf.shares@linkintime.co.in well in advance of the above due dates.

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

17. 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.

The Company in compliance with the aforesaid provisions and the said Rules has transferred 16 (Sixteen) Equity Shares of the Face Value of ₹ 10/- each belonging to 14 (Fourteen) Shareholders underlying the unclaimed dividends for the Financial Year 2012-13 to Investor Education and Protection Fund (IEPF) authority.

Attention is drawn to the shareholders of the Company that Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2013-14 is requested to approach the Company / the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before October 31, 2021. The Company has already send reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF in the due course. If Company will not receive any Communication from any shareholders of whom Dividend has been unpaid and unclaimed since 2013-14, the Company in Compliance with abovementioned rules will transfer all Equity Shares transferred to the IEPF.

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.

18. Transfer of securities only in demat mode

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, has mandated that securities of listed companies can be transferred only in dematerialized form from April 1, 2019, except in case of transmission and transposition of securities. 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. Members can contact the Company or Registrar and Share Transfer Agents of the Company for assistance in this regard.

Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.

19. Ratification of appointment of Statutory Auditors

The Requirement to place the matter relating to ratification of appointment of Auditors by members at every Annual General meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, No resolution is proposed for ratification of appointment of M/s. S. L. Khabya & Co., Chartered Accountants (FRN: 000004C) Statutory Auditors, who were appointed in the 41st, Annual General Meeting, held on September 28, 2017 to hold office till the conclusion of the Annual General Meeting to be held for Financial Year ended March 31, 2022.

20. 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 45th 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 as well as voting on the day of the AGM will be provided by NSDL.

The remote e-voting period will be commences on Saturday, September 25, 2021 (at 9.00 a.m. IST) and ends on Tuesday, September 28, 2021 (at 5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Wednesday, September 22, 2021, may cast their votes by remote e-voting.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, September 22, 2021 (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.

The e-voting shall also be made available at the 45th AGM and the Members attending the 45th AGM through VC who have not cast their votes by remote e-voting shall only be able to exercise their voting rights during the 45th AGM.

Note: A Member can opt for only a single mode of voting i.e. through remote e-voting or e-voting at the 45th AGM. Members who have already cast their votes by remote e-voting are eligible to attend the 45th AGM through VC. However, these Members are not entitled to cast their vote again at the 45th AGM.

A. THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:

The remote e-voting period begins on Saturday, September 25, 2021 (at 9.00 a.m. IST) and ends on Tuesday, September 28, 2021 (at 5.00 p.m. IST). 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. Wednesday, September 22, 2021, 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 Wednesday, September 22, 2021.

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 and joining virtual meeting 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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 (i.e. your sixteen digitdemat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co .in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional members (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 with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/member and e-voting user manual for Shareholders/member available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to NSDL officials Mr. Pratik Bhatt at designated email ID: pratikb@nsdl.co.in or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: saritam@nsdl.co.in or at telephone nos. : +91-22-24994890.

Process for those members 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 :

1. 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’s mail id cs.sdt177@gmail.com or to Registrar and Share Transfer Agent of the Company at rnt.helpdesk@linkintime.co.in.

2. 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 cs.sdtl77@gmail.com or to Registrar and Share Transfer Agent of the Company at rnt.helpdesk@linkintime.co.in. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs.sdtl77@gmail.com. The same will be replied by the company suitably.

6. The Members can join the AGM in the VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Members, who would like to express their views or ask questions / queries during the AGM with regard to the Financial Statements or any other agenda item to be placed at the 45th AGM, need to register themselves as a speaker Shareholder by sending their written requests from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number, at Company's investor desk at cs.sdtl77@gmail.com at least 48 hours in advance before the start of the 45th AGM i.e. by September 27, 2021 by 02:00 p.m. (IST).
8. Only those Members who have registered themselves as a speaker will be allowed to ask questions during the 45th AGM, depending upon the availability of time. The Company reserves the right to restrict the number of speakers and time allotted to speak, as appropriate for smooth conduct of the 45th AGM.
9. Members who need assistance before or during the AGM, can contact NSDL on their Toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact NSDL officials Mr. Pratik Bhatt at designated email ID: pratikb@nsdl.co.in or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: saritam@nsdl.co.in or at telephone nos. : +91-22-24994890. Kindly quote your name, DP ID-Client ID/Folio no. and E-voting Event Number in all your communications.

21. Scrutinizer for voting

The Board of Directors has appointed CS Piyush Bindal, Practicing Company Secretary, proprietor of M/s. Piyush Bindal & Associates (Membership No. 6749; CP No. 7442), Address- S-12, 2nd Floor, Gurukripa Plaza, Zone-II, M.P Nagar Bhopal - 462011 as the scrutinizer to the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.

22. 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 www.stardeltatransformers.com and the website of NSDL at 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.

23. Queries

Shareholders are requested to send in their queries at least a week in advance to the Company Secretary at cs.sdtl77@gmail.com to facilitate clarifications during the AGM.

24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, September 29, 2021.

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,
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 13, 2021**

ANNEXURE TO THE NOTICE FOR THE 45th (FORTY FIFTH) 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, 2022:

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, 2022 and recommended the remuneration of ₹ 30250/- (Rupees Thirty thousand two hundred and fifty) per annum plus out of pocket expenses that may be incurred, to /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;
- (d) 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 Item No. 3 of 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.

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,
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 13, 2021

BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 45th (FORTY- FIFTH) ANNUAL GENERAL MEETING OF THE COMPANY

Details of Directors seeking re-appointment at the 45th 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
Name of Director	Mr. Rakesh Gupta
Director Identification Number (DIN)	DIN: 00014139
Nationality	Indian
Father's name	Late Mr. Laxmi Narayan Gupta
Age in years	58 years
Date of first appointment	15/10/1987
Designation for which appointment is proposed	Executive Director
Qualifications and Experience	Mr. Rakesh Gupta, aged about 58 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	Accounting
Shareholding in the Company on 31/03/2021	563940 Equity Shares
Number of Board Meetings attended during F.Y 2020-21	5 out of 5
Terms and conditions of appointment	Terms and conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e., www.stardeltatransformers.com .
Details of proposed remuneration	Remuneration will be remain same as has been approved by Members of the Company in their 44 th Annual General meeting.
Details of remuneration last drawn (per annum)	17.00 lakhs in Financial year 2020-21.
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company	1. 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
List of outside Directorships held	1.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. Kishore Gupta, Managing Director 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,
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 13, 2021