



STAR DELTA TRANSFORMERS LTD.

Regd. Office : 92-A, Industrial Area, Govindpura, Bhopal-462 023 (M.P.) INDIA
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website : www.stardeltatransformers.com, CIN-L31102MP1977PLC001393



NOTICE

Dear Members,

Notice is hereby given that the Thirty Ninth Annual General Meeting of the Members of the Star Delta Transformers Limited will be held on **Wednesday, 30th day, September, 2015 at 11.00 A.M.**, at the Registered office of the Company at 92 A, Industrial Area, Govindpura, Bhopal 462023 (M. P.) to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2015, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2015 along with the reports of the Board of Directors and Auditors thereon
2. To declare Dividend on equity shares for the financial year 31st March, 2015.
3. To appoint a director in place of Mr. Rakesh Gupta [DIN: 00014139] Whole time Director, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint M/s. A.K. Khabya & Co, Chartered Accountants, (FR No. 001994C) the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of section 139 & 142 of the Companies Act, 2013 and rules made thereunder, M/s. A.K. Khabya & Co, Chartered Accountants, (FR No. 001994C) Chartered Accountants, the retiring Auditors, be and are hereby reappointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") until the conclusion of next AGM of the Company to be held in the year 2016 at such remuneration as may be recommended by Audit Committee to the Board of Directors of the Company."

SPECIAL BUSINESS

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

5. To approve the remuneration of the Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 25000/- (Rupees Twenty five thousand) plus out of pocket expenses to conduct the audit of cost accounts and submit the Cost Audit Report of the Company for the financial year 2015-16 to M/s Sanjay Kasliwal, Cost Accountants, the Cost Auditor of the Company, be and is hereby ratified."

6. Ratification of payment of minimum remuneration to Mr. Kishore Gupta, (DIN:00014205) Managing Director and Rakesh Gupta (DIN: 00014139), Whole time Director for the period ending 31 March, 2015.

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

"RESOLVED THAT pursuant to the provisions of Section 197,198 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Schedule V thereto (including any amendment or statutory modification thereto for the time being in force), approval is hereby given for the ratification of the payment of remuneration of Rs 24,00,000/- p.a. being excess of 10% of net profits to Mr. Kishore Gupta(DIN:00014205), Managing Director and Rakesh Gupta (DIN: 00014139), Whole time Director for the Financial year ended 31 March, 2015.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.'

7. Payment of Minimum Remuneration to Mr. Kishore Gupta (DIN:00014205) , Managing Director of the Company in the event of inadequacy or absence of profit.

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

"RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof), the consent of the Members of the Company be and is hereby accorded to pay remuneration mentioned in the Agreement dated 16/02/2015, entered into between company and Mr. Kishore Gupta (DIN : 00014205) Managing Director as minimum remuneration in the event of inadequacy or absence of profits during the period of three years commencing from April 1, 2015 till March 31, 2018.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites, benefits, minimum remuneration and other terms of his appointment within the limits of Schedule V, from time to time, as deemed expedient or necessary."

8. Payment of Minimum Remuneration to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company in the event of inadequacy or absence of profit.

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

"RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/ modification thereof), the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration Rs 80,000 per month with increase of 10% per annum plus other perquisites for conveyance, travelling and medical benefits to to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director in the event of inadequacy or absence of profits for the period of three years commencing from April 1, 2015 till March 31, 2018.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites, benefits, minimum remuneration and other terms of his appointment within the limits of Schedule V, from time to time, as deemed expedient or necessary."

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



(SHWETA AGARWAL)
COMPANY SECRETARY

Place : Bhopal

Date : 13th August, 2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the company, not less than forty-eight (48) hours before the commencement of the annual general meeting ("AGM"). Proxy Form is enclosed with the Notice.

Members are requested to note that a person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.

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

2. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & transfer agent.
3. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 is enclosed and forms a part of this notice.
4. Brief details of the directors are annexed hereto as per requirements of clause 49 of the Listing Agreement / Secretarial Standards.
5. The Register of members and the Share Transfer Books of the company will remain closed from 22nd day September, 2015 to 30th day September, 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared in AGM.
6. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM will be paid within a period of 30 days from the date of declaration, to the members whose names appear on the Company's Register of Members as on September 21, 2015 or their mandates. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership furnished by the Depositories for this purpose.
7. Members of the Company are informed that pursuant to the provisions of the Companies Act, 1956 or any statutory re-enactment thereof, the amount of dividend which remains unclaimed/ unpaid for a period of 7 years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education & Protection Fund (IEPF) constituted by the Central Government. Accordingly, Members who have not encashed their dividend warrant(s) are requested in their own interest to write to the Company / Registrar and Share Transfer Agent immediately claiming the Dividend(s) declared by the Company pertaining to the financial years 2008-2009, 2009-2010, 2010-2011, 2011-2012, 2012-2013 and 2013-2014. On expiry of a period of seven years, it will be due for transfer to IEPF.

Kindly note that the once the amount is transferred to the IEPF, no claims shall lie against the Company.

8. 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.
9. All the documents referred to in the accompanying notice, explanatory statement and Register of directors and key managerial personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
10. 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.
11. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA.
12. 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") during the e-voting period.
13. The Remote E-voting period commences on September 27, 2015 (9:00 am) and ends on September 29, 2015 (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.
14. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on September 21, 2015 (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.
15. The Company shall make a voting facility available at the venue of the annual general meeting, through electronic voting system and members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting.
16. 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.
17. The Board of Directors has appointed M/s. Shadab Anjum, Practising Company Secretary (Membership No. 28399) as the scrutiniser to the remote e-voting process, and voting at the venue of the annual general meeting in a fair and transparent manner.
18. The Result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared within 3 days from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of the Scrutiniser shall be placed on the website of the company and on the website of agency, immediately after the result is declared and simultaneously will be communicated to the Stock Exchange.

Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders):</p> <p>I Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>I In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>I Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. DOB if not registered with the DP then enter it as 01/01/1990</p> <p>I Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>I Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVS**N for the relevant Star Delta Transformers Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed.

If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non - Individual Shareholders and Custodians**

I Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

I A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

I After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

I The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

I A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- A. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement

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

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5, 6, 7 and 8 of the accompanying Notice:

Item No. 5:

The Board of Directors, on recommendation of the Audit committee has approved the appointment of M/s. Sanjay Kasliwal, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-16 at a remuneration of Rs. 25000/- (Rupees Twenty five thousand) plus out of pocket expenses.

Section 148(3) of the Companies Act 2013 and Rules made thereunder requires the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. The resolution contained in Item No. 5 of the accompanying notice, accordingly, seeks member's approval of remuneration of cost Auditor of the Company for Financial Year 2015-16.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested in the said resolution.

Item No. 6:

Mr. Kishore Gupta (DIN: 00014205) was appointed as the as the Managing Director of the Company with effect from 31st October 1987 and is being reappointed from time to time on the terms and conditions and remuneration as approved

by the Board and members of the Company. He was recently reappointed in the Extra ordinary general meeting held on 27th March 2015. Mr. Rakesh Gupta (DIN: 00014139) was originally appointed as the Director on 15th October 1987. Considering their time, labour and contribution for the growth and survival of the Company, the members of the Company in its Extra ordinary general meeting held on 08th May 2009 on recommendation of Board approved the remuneration of Rs 120000 per month to Mr Kishore Gupta (DIN : 00014205) and Rs. 80000 per month to Mr. Rakesh Gupta (DIN: 00014139). i.e. Rs. 24,00,000/- p.a. for both.

As per second proviso of Section 197(1) except with the approval of the company in General Meeting, the remuneration payable to any one managing director or whole time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager. The company has paid Mr. Kishore Gupta (DIN : 00014205) and Mr. Rakesh Gupta (DIN: 00014139) for Financial year 2014-15 total Rs. 24,00,000/- as remuneration which is in excess of 10% of Net profits of the company for Financial year 2014-15, therefore your Board recommends ratification of the payment of remuneration of Rs. 24,00,000/- being excess of 10% of net profit to Mr. Kishore Gupta (DIN : 00014205), Managing Director and Mr. Rakesh Gupta (DIN: 00014139), Whole time Director for the Financial year ended 31 March, 2015.

Net Profit for 2014-15	Managerial Remuneration 2014-15	10% of Net Profit	Remuneration in excess of 10% of the Net Profits
22183331	2400000	2218333	181666

The performance of the Company has been impacted due to slowdown in global and Indian economies, volatile markets, high competition, increase in production costs and other operating and administrative costs. However, the Company has successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time and expects to reap the benefits of capital investments in the forthcoming years.

Accordingly, Special Resolution for ratification of payment of minimum remuneration is proposed for approval of Members.

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

Item No. 7 & 8:

On recommendation of the Board, the members of the Company in its Extra ordinary General Meeting held on 27th March 2015 approved by way of a Special Resolution the following

	Kishore Gupta (DIN: 00014205), Managing Director	Rakesh Gupta (DIN: 00014139), Whole time Director & CFO
Remuneration	1,20,000 per month with increase of 10% p.a.	80,000 per month with increase of 10% p.a.
Provident fund & superannuation	As per rules of Company	NIL
Provision of Car	As per rules of Company	NIL
Telephone	As per rules of Company	NIL
Entertainment & travelling expenses	Actual incurred	NIL

The Nomination and Remuneration Committee, in its meeting held on August 13, 2015 recommended and the Board of Directors, in its meeting held on August 13, 2015, approved for payment of minimum remuneration to Mr. Kishore Gupta (DIN: 00014205), Managing Director and Mr. Rakesh Gupta (DIN: 00014139), Whole time Director & CFO in the event of

or absence of profits during the period of three years commencing from April 1, 2015 till March 31, 2018, subject to the approval of the shareholders in the General Meeting.

I. General Information:

Nature of industry	Manufacturing			
Date or expected date of commencement of commercial production	Not Applicable (Company is an existing company)			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators		14-15	13-14	12-13
	Total Revenue	534244817	665880858	716595949
	Profit after tax	16783720	30585162	34576403
Foreign investments or collaborations, if any	Company does not have any foreign investments or collaborations.			

II. Information about the appointee:

	Mr. Kishore Gupta	Mr. Rakesh Gupta
Background details	Mr. Kishore Gupta is the pillar of SDTL and is behind the success story of the company. With an experience of more than 35 years in the industry, he is well known & respected personality in the Industry.	Mr. Rakesh Gupta been a huge support in the company for more than 30 years & is responsible for its Administrative Management. He is having vast knowledge in technical, business development and finance matters
Past remuneration	1,20,000 per month	80000 per month
Recognition or awards	NIL	NIL
Job profile and his suitability	Subject to the superintendence, control and direction of the Board, Mr. Kishore Gupta manages and supervises the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he think fit and reasonable. He has a very rich experience, & fully conversant with business operations of the Company.	Subject to the superintendence, control and direction of the Board, Mr. Rakesh Gupta manages and supervises the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he think fit and reasonable. He has a very rich experience, & fully conversant with business operations of the Company.
Remuneration proposed	As per resolution	As per resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is comparable considering the industry, size of the company, the managerial position & the credentials of the Mr. Kishore Gupta	The proposed remuneration is comparable considering the industry, size of the company, the managerial position & the credentials of the Mr. Rakesh Gupta

<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</p>	<p>Mr. Kishore Gupta (Promoter) holds 583500 equity shares of the Company.</p> <p>Apart from managerial remuneration and dividend as a member of the Company he does not have any Pecuniary relationship directly or indirectly with the company.</p> <p>As per Section 2(77) of the Companies Act 2013, he is covered under the relative (Brother) of Mr Rakesh Gupta (Whole time Director & CFO)</p> <p>Mr. Mayank Gupta, son of Mr Kishore Gupta holds the place of profit in the Company as Vice President.</p> <p>Promoters of the Company are related to each other.</p>	<p>Mr. Rakesh Gupta (Promoter) holds 562100 equity shares of the Company.</p> <p>Apart from managerial remuneration and dividend as a member of the Company he does not have any Pecuniary relationship directly or indirectly with the company.</p> <p>As per Section 2(77) of the Companies Act 2013, he is covered under the relative (Brother) of Mr Rakesh Gupta (Whole time Director & CFO)</p> <p>Promoters of the Company are related to each other.</p>
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III. Other information:

<p>Reasons of loss or inadequate profits</p>	<p>The performance of the Company has been impacted due to slowdown in global and Indian economies, volatile markets, high competition, increase in production costs and other operating and administrative costs..</p>
<p>Steps taken or proposed to be taken for improvement</p>	<p>The Company is focusing on strengthening its core competency by optimizing resources and improving productivity and efficiency. .</p>
<p>Expected increase in productivity and profits in measurable terms.</p>	<p>The Company will remain committed for generating superior returns for its stakeholders. Though the Industry is following a downturn, in anticipation of revival of the market in the near future, the above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.</p>

IV. Disclosures

As required, the information is provided under in the Corporate Governance Report, section of Annual Report.

**Information Required To Be Furnished Under Clause 49 Of The Listing Agreement And
Secretarial Standards Issued By The Institute Of Company Secretaries Of India.
(As on 31st March, 2015)**

Name of Director	Mr. Rakesh Gupta	Mr. Kishore Gupta
Date of Birth	05th August 1962	20th February 1959
Age	53	57
Experience	30	35
Qualification	Bsc, LLB	B.E. (Electrical)
Expertise	Finance & Legal	Engineering
Date of first appointment on the Board	15th October 1987	31st October 1987
List of other Companies in which Directorships held	NIL	Bhopal Wires Private Limited
Terms and Conditions	As per the original terms and conditions of appointment varying the terms of remuneration	As per the original terms and conditions of appointment varying the terms of remuneration
Relationship with other Directors, Managers and KMPs	As per Section 2(77) of the Companies Act 2013, he is covered under the relative (Brother) of Mr Kishore Gupta (Managing Director)	As per Section 2(77) of the Companies Act 2013, he is covered under the relative (Brother) of Mr Rakesh Gupta (Whole time Director & CFO)
No. of Board Meetings attended during the year	8	9
Membership/Chairmanship in Committees of the Board	3	2
Remuneration sought to be paid	As per Resolution	As per Resolution
Remuneration last drawn*	9,60,000 p.a.	14,40,000 p.a.
Shareholding in the Company	562100	583500

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

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



**(SHWETA AGARWAL)
COMPANY SECRETARY**

Place : Bhopal

Date : 13th August, 2015