



STAR DELTA TRANSFORMERS LTD.

Regd. Office : 92-A, Industrial Area, Govindpura, Bhopal-462 023 (M.P.) INDIA
Tel.:(O) 0755-2586680, 4261016, 2587343, 4261003, Fax:(0755)2580059
e-mail : star.delta@rediffmail.com, sdtl.bhopal@gmail.com, mayankgupta86@gmail.com
website : www.stardeltatransformers.com, CIN-L31102MP1977PLC001393



04th October 2017

To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001, Maharashtra, India

Scrip Code: 539255

Subject: Submission of Annual Report for the financial year 2016-17

Ref: Regulation 34 of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015


Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015, we hereby enclose the Annual Report of Star Delta Transformers Limited for the financial year 2016-17 duly approved and adopted by the members in the Annual general meeting held on Thursday, 28th September 2017.

Please take the above on your record.

Thanking You

For & on behalf
Star Delta Transformers Ltd


(Shweta Agarwal)
Company Secretary/ Compliance Officer



41st ANNUAL REPORT

2016-2017



STAR DELTA TRANSFORMERS LTD.

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STAR DELTA TRANSFORMERS LIMITED

CIN : L31102MP1977PLC001393

Email ID : star.delta@rediffmail.com, Website : www.stardeltatransformers.com

Phone : 0755-2586680, 4261003

BOARD OF DIRECTORS	: Mr. Kishore Gupta (Chairman & Managing Director) DIN : 00014205 : Mr. Rakesh Gupta (Executive Director & CFO) DIN : 00014139 : Mr. Laxmendra Maheshwari (Independent Director) DIN : 00278005 : Mr. Shashendra Lahri (Independent Director) DIN : 02704101 : Mrs. Chhavi Kharb (Women Cum Independent Director) DIN : 01791358
REGISTERED OFFICE	: STAR DELTA TRANSFORMERS LTD., 92-A, Industrial Area, Govindpura, Bhopal-462 023
WORKS	: 92-A, Industrial Area, Govindpura, Bhopal - 462 023
AUDITORS	: M/s. A.K. Khabya & Co., Chartered Accountants, Bhopal.
BANKERS	: HDFC
REGISTRAR & TRANSFER AGENTS	: System Support Services, 209, Shivai Industrial Estate, 89 Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai - 400072 Link Intime India Pvt. Ltd. C 101, 247 Park LBS Marg, Vikhroli west Mumbai 400083
COMPANY SECRETARY	: Miss. Shweta Agarwal
SECRETARIAL AUDITORS	: M/s ASA & Associates, Practicing Company Secretaries, Bhopal
COST AUDITOR	: M/s Sanjay Kasliwal Cost Accountants, Bhopal

STAR DELTA TRANSFORMERS LIMITED

REGD. OFFICE : 92-A, INDUSTRIAL AREA, GOVINDPURA, BHOPAL

CIN : L31102MP1977PLC001393

Email ID : star.delta@rediffmail.com, Website : www.stardeltatransformers.com

NOTICE

Dear Members,

Notice is hereby given that the Forty first Annual General Meeting of the Members of the Star Delta Transformers Limited will be held on Thursday, 28th day of September, 2017 at 11.30 A.M., at the Registered office of the Company at 92 A, Industrial Area, Govindpura, Bhopal 462023 (M. P.) to transact the following business.

ORDINARY BUSINESS:

1. Adoption of Audited financial statement along with the reports of the Board of Directors and Auditor's thereon;

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.

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

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

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

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

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

SPECIAL BUSINESS

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors on recommendation of Audit committee and set out in the Statement annexed to the Notice convening this meeting, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified/confirmed.

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

By order of the Board of Directors

-sd-

Kishore Gupta

(DIN: 00014205)

Chairman & Managing Director

Date : 11th August, 2017

Place : Bhopal

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY STAMPED, COMPLETED AND SIGNED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED WITH THE NOTICE.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

2. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
3. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 is enclosed and forms a part of this notice.
4. Brief details of the directors, who are being appointed / re-appointed, are annexed hereto as per requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Secretarial Standards.
5. The Register of members and the Share Transfer Books of the company will remain closed from 22nd day September, 2017 to 28th day September, 2017 (both days inclusive).
6. Members wishing to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents/Company. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of transfer to unpaid dividend Account will be transferred to the Investor Education and Protection Fund as per provisions of the Companies Act 2013.
7. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
8. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during Office hours on all days except Sundays and public holidays, up to the date of this Annual General Meeting (AGM).
11. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
12. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA.
13. Members are requested to intimate any change of address at the earliest to the Company/Registrar and Share Transfer Agents/Depository participant.

2016-2017

14. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below, during the e-voting period.
15. The Remote E-voting period commences on September 25, 2017 (9:00 am) and ends on September 27, 2017 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote E-voting period, facility will be blocked.
16. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on September 21, 2017 (the "Cut off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
17. At the venue of meeting, voting shall be done through ballot papers ("Polling Paper") and the members attending the meeting who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
18. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.
19. The Board of Directors has appointed Ms. Shadab Anjum, Practising Company Secretary (Membership No. 8893) as the scrutiniser to the remote e-voting process, and voting at the venue of the annual general meeting in a fair and transparent manner.
20. The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.

The scrutiniser shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutiniser's report shall be placed on the website of the company and on the website of agency, immediately after the result is declared and simultaneously will be communicated to the Bombay Stock Exchange.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 25, 2017 (9:00 am) and ends on September 27, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter..
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● 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.

	<ul style="list-style-type: none"> ● 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.
Dividend Bank of Birth (DOB)	<ul style="list-style-type: none"> ● Enter the dividend bank details or Date of Birth demat account or folio (in dd/mm/yyyy format) as recorded in your demat account or in the company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN** for the relevant Star Delta Transformers Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, 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 No. 04 of the accompanying Notice:

Item No. 4:

The Board of Directors, on recommendation of the Audit committee has approved the appointment and Remuneration of M/s. Sanjay Kasliwal, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified / confirmed by the members of the Company.

Board approved the remuneration of Rs. 25000/- (Rupees Twenty five thousand) plus out of pocket expenses on the recommendation of Audit Committee.

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

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

All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during Office hours on all days except Sundays and public holidays, up to the date of this Annual General Meeting (AGM).

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

(As on 31st March, 2017)

Name of Director	Mr. Rakesh Gupta
Date of Birth	05th August, 1962
Age	54
Experience	32
Qualification	Bsc, LLB
Expertise	Finance & Legal
Date of first appointment on the Board	15th October, 1987
List of other Companies in which Directorships held	NIL
Terms and Conditions	As per the agreement for the appointment of whole time director entered into by the Company with Mr. Rakesh Gupta.
Relationship with other Directors, Managers and KMPs	As per Section 2(77) of the Companies Act 2013, he is covered under the relative (Brother) of Mr. Kishore Gupta (Managing Director)
No. of Board Meetings attended during the year	5
Membership/Chairmanship in Committees of the Board	3
Remuneration sought to be paid	As per the agreement for the appointment of whole time director entered into by the Company with Mr. Rakesh Gupta The Company has obtained the members approval for payment of minimum remuneration in the event of inadequacy or absence of profit
Remuneration last drawn	11,61,600 P.A.
Shareholding in the Company	562100
Shareholding of non-executive directors in Company	Nil

By order of the Board of Directors

-sd-

Kishore Gupta

(DIN: 00014205)

Chairman & Managing Director

Date: 11th August, 2017

Place: Bhopal

DIRECTOR'S REPORT

To
THE MEMBERS
STAR DELTA TRANSFORMERS LIMITED
BHOPAL

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

1. FINANCIAL HIGHLIGHTS AND OPERATION:

(Rupees in Thousands)

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

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

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

Company is expected to have good demand for Distribution and Power Transformers and power related equipments because massive investments are planned in coming years by the Govt. (Central & States) as well as private sector.

3. DIVIDEND:

The Board of Directors has not recommended any dividend for the financial year 2016-17.

4. AMOUNTS TRANSFERRED TO RESERVES:

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

5. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

As on March 31, 2017, the Company does not have any Subsidiary/Joint Venture/Associate Companies.

6. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the company during the year.

7. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report

8. EXTRACT OF ANNUAL RETURN

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

9. LOANS, GUARANTEES AND INVESTMENTS

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

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

10. RELATED PARTY TRANSACTIONS

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

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

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

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

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

A. POWER & FUEL CONSUMPTION	2016-17	2015-16
I ELECTRICITY		
Purchased Units	353999	364993
Total Amount (Rs.)	3469403	3425925
Rate per Unit (Rs.)	9.80	9.39
Own Generation		
Diesel Generator, Units	941	1170
Units per Ltr. Of Diesel	39	35
Average Cost per unit (Rs)	39	35

2016-2017**II COAL**

Quantity (MT)

Total Cost (Rs)

Average Rate (Rs)

—	—
—	—
—	—
—	—

B . CONSUMPTION PER UNIT OF PRODUCTION

	STANDARD (IF ANY)	2016-17	2015-16
Products (with Details)	Transformers	751.858	1434.154
Units KVAH	—	353999	364993
Electricity/ MVA	—	470.83	254.50
Coal	—	—	—

Technology Absorption:

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's has not imported technology during the last three years and No Research work has been carried out and therefore there is no expenditure on this account.

Foreign Exchange earnings and outgo:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

12. RISK MANAGEMENT

Risk management policy and processes enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. Risk Management is a central part of firm's strategic management. Risk Management is a continuous process. There are four fundamental approaches:

- Identity
- Asses & Evaluate
- Take action
- Review & report

Identified risk elements

- State/local regulations
- Labour concerns
- General economic conditions
- Commodity/ Raw material prices
- Competition
- Demand for products
- Technology innovation
- Legal/ Secretraial
- Natural disasters

Company through its functional heads reviews from time to time the deviation from the benchmarks and promptly make report to the Board, which in turn takes the corrective action to avoid severe conditions. The framework seeks to create transparency, minimize adverse impacts on the business objectives and enhance the Company's competitive advantage.

13. DIRECTORS AND KMP:

During the Financial year 2016-17 the following changes have occurred in the constitution of Directors/KMP of the Company:

- Mr. Rakesh Gupta (DIN: 00014139) was reappointed as Whole time Director of the company in the Annual General Meeting held on 30th September 2016.
- Pursuant to provisions of section 152 and Articles of Association of the Company, Mr. Rakesh Gupta (DIN:00014139), Whole time Director will retire by rotation at the Annual General Meeting and being eligible, has offered himself for re-appointment.

14. DEPOSITS

Your Directors state that no disclosure or reporting is required in respect of Details relating to deposits covered under Chapter V of the Act, because there were no transactions on these items during the year under review.

15. INDEPENDENT DIRECTORS & DECLARATION

Company's Board of Director comprises of following three Independent Directors:

Name	Date of Original appointment	Date of Re-appointment
Mr. Laxmendra Maheshwari (DIN:00278005)	25/06/2009	27/03/2015
Mr. Shahshendra Lahri (DIN:02704101)	25/06/2009	27/03/2015
Mrs. Chhavi Kharb (DIN: 01791358)	27/03/2015	—

All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations.

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the terms and conditions of appointment of independent directors are placed on the Company's website (http://www.stardeltatransformers.com/star_delta_investor1.php)

A separate meeting of Independent Directors was conducted as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 13th August 2016. All the independent directors were present for the meeting.

16. ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, Schedule IV & Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has evaluated the performance of every Director, Independent Directors, Board and its Committees and Chairperson based on the criteria laid down by the Nomination and Remuneration Committee. Rating sheets were circulated to the directors for the purpose of evaluation. A summary of performance evaluation of the Board, its Committees and individual directors was prepared on the basis of rating sheets received from the individual directors and the same was placed before the Board.

17. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Internal financial controls with reference to the financial statements were adequate and operating effectively.

18. CORPORATE SOCIAL RESPONSIBILITY

Company ceases to be a company covered under 135(1) of Companies Act 2013 for three consecutive financial years hence provisions of Corporate Social Responsibility does not apply to the company. However, the Company has voluntarily spent Rs. one Lakh on the CSR activities. The CSR initiatives of the Company were under the thrust areas of education through Friends of tribals society, Bhopal.

There are no details that are required to be reported in Annual Report on CSR activities.

19. ANTI SEXUAL HARASSMENT POLICY

The Company has zero tolerance towards sexual harassment at the workplace. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Work place (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2016-17, no complaints were received by the committee

20. VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company. The same has been posted on the website of the Company. No personnel of the Company was denied access to the Audit Committee.

21. NUMBER OF MEETINGS OF THE BOARD

There were five meetings of the Board held during the year, details of which are as follows:

S.No.	Date	Board Strength	No. of Directors Present
1	28.05.2016	5	5
2	27.06.2016	5	5
3	13.08.2016	5	5
4	11.11.2016	5	5
5	11.02.2017	5	5

22. COMMITTEES OF THE BOARD

The Company's Board has the following Committees:

1. Audit Committee

Pursuant to the provisions of Section 177 of the Companies Act 2013 and rules made there and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Committee consists of the following members:

Name of Member	Category	Status
Mrs. Chhavi Kharab (DIN:01791358)	Non-Executive Independent Director	Chairperson
Mr. Laxmendra Maheshwari (DIN:00278005)	Non-Executive Independent Director	Member
Mr. Rakesh Gupta (DIN:00014139)	Executive Director/Promoter	Member

2. Nomination and Remuneration Committee

Pursuant to the provisions of Section 178 of the Companies Act 2013 and rules made there and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Committee consists of the following members:

Name of Member	Category	Status
Mr. Laxmendra Maheshwari (DIN:00278005)	Non-Executive Independent Director	Chairperson
Mr. Shashendra Lahri (DIN:02704101)	Non-Executive Independent Director	Member
Mrs. Chhavi Kharab (DIN:01791358)	Non-Executive Independent Director	Member
Mr. Kishore Gupta (DIN:00014205)	Executive Director/Promoter	Member

3. Stakeholders Relationship Committee

Pursuant to the provisions of Section 178 of the Companies Act 2013 and rules made there and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Committee consists of the following members:

Name of Member	Category	Status
Mr. Laxmendra Maheshwari (DIN:00278005)	Non-Executive Independent Director	Chairperson
Mrs. Chhavi Kharab (DIN:01791358)	Non-Executive Independent Director	Member
Mr. Rakesh Gupta (DIN:00014139)	Executive Director/Promoter	Member

4. Corporate Social Responsibility Committee

Pursuant to the provisions of Section 135 of the Companies Act 2013 and rules made there under, Corporate Social Responsibility Committee consists of the following members:

Name of Member	Category	Status
Mr. Kishore Gupta (DIN:00014205)	Executive Director/Promoter	Chairperson
Mr. Rakesh Gupta (DIN:00014139)	Executive Director/Promoter	Member
Mr. Laxmendra Maheshwari (DIN:00278005)	Non-Executive Independent Director	Member

The detailed description of the above Committees of the board is provided in the Corporate Governance section of the annual report.

23. TRAINING TO INDEPENDENT DIRECTORS:

With a view to familiarize the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company conduct various familiarization programmes for the independent directors as and when required.

The details of such familiarisation programmes are placed on the Company's website www.stardeltatransformers.com

24. PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name	Designation	Ratio to median remuneration
Kishore Gupta	Chairman & Managing Director	13.55
Rakesh Gupta	Whole time director	09.94

Notes:

Number of employees for calculations (as on 31.03.2017)

Median basic remuneration of employees other than directors

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

There was 10% increase in the remuneration of Mr. Kishore Gupta (DIN:00014205) Managing Director and Mr. Rakesh Gupta (DIN:00014139) Whole time director & Chief financial officer in the financial year 2016-17.

There was 25% increase in the basic remuneration of Miss Shweta Agarwal, Company Secretary cum Compliance officer.

- c. The percentage increase in the median remuneration of employees in the financial year:

	2016-17	2015-16	Percentage increase in median remuneration in 2016-17
Median Remuneration of employees other than whole time directors	116880	108900	7.32%

- d. The number of permanent employees on the rolls of Company:

Total permanent employees as on 31.03.2017 are Fifty excluding Directors

- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

On an average individual employees remuneration increased by 3%-25% from Financial year 2015-16 to Financial year 2016-17, There was 10% increase in the remuneration of Mr. Kishore Gupta (DIN:00014205) Chairman & Managing Director and Mr. Rakesh Gupta (DIN:00014139) Whole time director & Chief financial officer in the financial year 2016-17.

The increase in remuneration is in line with the market trends, cost of living and to ensure the retention of skilled staff and compliance of Minimum wages Act.

There are no exceptional circumstances for increase in the managerial remuneration

- f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The company affirms that the remuneration is as per the remuneration policy of the Company:

- g. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name	Designation	Remuneration (per month) (Basic) As on 31 March 2017	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employee in the Company	Whether any such employee is a relative of any director or manager of the Company and if so, name of such Director or manager
Anil Ranjan Das	Vice president	124300	Permanent	B.E.	01.12.2008	58	Self-employed	Nil	No
SudhirShrivastava	Marketing head	75000	Permanent	B.E.	06-03-2017	47	Job in private company	Nil	No
Mayank Gupta	Vice president	72600	Permanent	B.E., MBA	22.06.2011	31	-	14.27	Yes (son of Mr Kishore Gupta, Managing director)
Pramod Singh pundhir	Production manager	45000	Permanent	B.E.	06-06-2016	38	Job in private company	Nil	No
VikasChuahan	Testing manager	40000	Permanent	B.E., B.tech	25-06-2016	28	Job in private company	Nil	No
Rohit Shrivastava	Sales Executive	28660	Permanent	B.Tech	01.10.2001	45	-	Nil	No
Shweta Agarwal	Company Secretary & Compliance officer	25000	Permanent	Company Secretary	22.04.2015	27	-	Nil	No
A. K. Daga	Accountant	24200	Permanent	M.Com	16.08.1991	57	-	0.01	No
Tahir hussain	Supervisor	22120	Permanent	Graduate	01.11.2009	57	-	0.03	No
Rajendra Kumar Jain	Accountant	17160	Permanent	M.Com	17-09-2007	55	Job in private company	Nil	No

There was no employee who in terms of remuneration drawn:

- i. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;
- ii. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;
- iii. if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

25. REMUNERATION POLICY:

The remuneration policy as recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting is presented in the Corporate Governance report forming part of the Annual report.

26. SHARES IN SUSPENSE ACCOUNT:

There are no shares in suspense account

27. SHARES IN UNCLAIMED SUSPENSE ACCOUNT:

There are no shares in unclaimed suspense account

28. CODE OF CONDUCT:

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. As required the said code has been posted on the website of the Company (<http://www.stardeltatransformers.com/index.php>.) All the Board members and Senior Management personnel have affirmed compliance with the code for the year ended 31 March 2017. A declaration to this effect signed by the Managing Director forms part of the Corporate Governance report.

29. MEMORANDUM AND ARTICLES OF ASSOCIATION

During the Financial year under review Company has inserted new clause in the Articles of Association regarding Chairperson of the Company in the Annual general meeting held on 30th September 2016.

30. REGISTRAR & TRANSFER AGENT OF THE COMPANY

The RTA activity in relation to the Company has been transferred from System support services to Link Intime India Pvt. Ltd. with effect from 15th October, 2016. The Board of Directors of your Company, at their meeting held on 13th August, 2016, approved the appointment of Link Intime India Pvt Ltd (LI) as the Registrar & Transfer Agent.

31. CORPORATE GOVERNANCE

A separate report on the Corporate Governance is attached as a part of the annual report. The Auditors Certificate regarding Compliance of the conditions of Corporate Governance is also annexed hereto as **Annexure II** which forms part of this report.

32. MANAGEMENT DISCUSSION & ANALYSIS

A separate report on the Management Discussion & Analysis is attached as a part of the annual report.

33. AUDITORS and REPORT thereon***Statutory Audit***

M/s. S.L. Khabya & Co, Chartered Accountants, (FR No. 00004C) will be appointed as Statutory Auditors of the Company in place of the retiring auditors, to hold office from the conclusion of this Annual General Meeting (AGM)

until the conclusion of the 46th AGM of the Company subject to ratification by members at every Annual general meeting.

There are no qualifications or adverse remarks in the Auditors 'Report which require any clarification / explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Secretarial Audit

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made there under the Company has appointed, ASA & Associates, Company Secretaries in Practice, to undertake the secretarial audit of the Company. Secretarial Audit Report for the year 2016-17 in the prescribed form MR-3 is annexed to this Report **(ANNEXURE- III)**.

Pursuant to the provisions of section 204(3) and 134(3) of the Companies Act, 2013 and Rules made there under, the Board of directors of Star Delta Transformers Limited provide the following clarification in respect to the observations raised by the Secretarial auditor in Secretarial audit report:

Company is in compliance with all the provisions of various acts applicable to the Company. However due to inevitable reasons, some points were missed. Company has taken note of the same and will ensure compliance in the future.

Cost Audit

Pursuant to section 148 of the Companies Act, 2013, and the Rules made there under, the Board of Directors had, on the recommendation of the Audit Committee, appointed of M/s. Sanjay Kasliwal Cost Accountants, to audit the cost accounts of the Company for the financial year 2017-18 on a remuneration of Rs. 25000/- (Rupees Twenty five thousand) plus out of pocket expenses on the recommendation of Audit Committee, subject to ratification by the shareholders at the annual general meeting. Accordingly, a resolution seeking members' ratification for the remuneration payable to the cost auditor is included in the Notice convening the annual general meeting.

34. GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of Bonus Shares and/or Right Shares.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Buy Back of Shares.
5. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. During the Financial Year 2016-17, no change has been occurred in the share capital of the Company. (General disclosure)

35. DETAILS OF FRAUDS REPORTABLE U/S 143(12):

There is no fraud being or has been committed against the company by officers or employees of the company, which are reportable by the Auditors to the Central Government under sub-section (12) of Section 143 and which need to be disclosed in the Board report during the year under review.

36. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

2016-2017

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

On behalf of Board of Directors

Place : Bhopal

Date : 11th August, 2017

Sd/-

(KISHORE GUPTA)

(DIN : 00014205)

CHAIRMAN & MANAGING DIRECTOR

Sd/-

(RAKESH GUPTA)

(DIN : 00014139)

DIRECTOR

ANNEXURE-I Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March 2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1. CIN:	L31102MP1977PLC001393
2. Registration Date	17th February 1977
3. Name of the Company	Star Delta Transformers Limited
4. Category / Sub-Category of the Company	Public Limited Company/Company Limited by Shares
5. Address of the Registered office and contact details	92-A Industrial Area, Govindpura, Bhopal-462023, Ph no: +91-755-2586680, 4261003, Email id: star.delta @rediffmail.com
6. Whether listed company	Yes
7. Name, Address and Contact details of Registrar and Transfer Agent, if any:	<p>System Support Services, 209, Shivai Industrial Estate, 89 Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai-400072 Phone : 022-28500835, email : sysss72@yahoo.com</p> <p>Link Intime India Pvt. Ltd. C 101, 247 Park LBS Marg, Vikhroli west Mumbai 400083 Tel. : +91-22-49186000 Fax. : +91-22-4918 6060 Email : rnt.helpdesk@linkintime.co.in</p>

RTA activities in relation to the Company have been transferred from System support services to Link Intime India Pvt Ltd. with effect from 15th October 2016.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Distribution/Power Transformers	27102	68.17
2.	Service	82990	30.16

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Company does not have any holding, Subsidiary or Associate Company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (31-03-2016)				No. of Shares held at the end of the year(31-03-2017)				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2189800	0	2189800	72.98	2189800	0	2189800	72.98	—
b) CentralGovt/State Govt	0	0	0	0	0	0	0	0	—

2016-2017

c) BodiesCorp.	60000	0	60000	1.99	60000	0	60000	1.99	—
d) Banks / FI	0	0	0	0	0	0	0	0	—
e) Any Other	0	0	0	0	0	0	0	0	—
Sub-total(A) (1):-	2249800	0	2249800	74.98	2249800	0	2249800	74.98	—
2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	—
b) Other - Individuals	0	0	0	0	0	0	0	0	—
c) Bodies Corp.	0	0	0	0	0	0	0	0	—
d) Banks / FI	0	0	0	0	0	0	0	0	—
e) Any Other	0	0	0	0	0	0	0	0	—
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	—
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	2249800	0	2249800	74.98	2249800	0	2249800	74.98	—
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	—
a) Mutual Funds	0	0	0	0	0	0	0	0	—
b) Banks / FI	0	0	0	0	0	0	0	0	—
c) Central Govt	0	0	0	0	0	0	0	0	—
d) State Govt(s)	0	0	0	0	0	0	0	0	—
e) Venture Capital Funds	0	0	0	0	0	0	0	0	—
f) Insurance Companies	0	0	0	0	0	0	0	0	—
g) FIs	0	0	0	0	0	0	0	0	—
h) Foreign Venture Capital	0	0	0	0	0	0	0	0	—
(i) Others (specify)	0	0	0	0	0	0	0	0	—
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	—
2. Non- Institutions									
a) Individuals									
Individual shareholders holding nominal share capital upto Rs. 1 lakh	281351	21500	302851	10.09	289560	21500	311060	10.36	0.27
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	311150	0	311150	10.37	325820	0	325820	10.85	0.48
NBFCs registered with RBI	0	0	0	0	0	0	0	0	-
Employee trusts	0	0	0	0	0	0	0	0	-
Overseas depositories	0	0	0	0	0	0	0	0	-
c) Others (specify)									
NRI Individuals (Non Rep.)	1000	0	1000	0.03	1000	0	1000	0.03	-
NRI (Repatriation)	1275	0	1275	0.034	475	0	475	0.015	-0.026
Hindu undivided family	29634	0	29634	0.98	13902	0	13902	0.46	-0.524
Clearing member	6363	0	6363	0.21	5270	0	5270	0.175	-0.036
Body corporate	98127	0	98127	3.27	92873	0	92873	3.09	-0.175
Sub-total (B)(2):-	728900	21500	750400	25.01	728900	21500	750400	25.01	—
Total Public Shareholding (B)=(B)(1)+ (B)(2)	728900	21500	750400	25.01	728900	21500	750400	25.01	—
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	—
Grand Total (A+B+C)	2978700	21500	3000200	100	2978700	21500	3000200	100	—

ii. Shareholding of Promoters

Sl	Shareholder's Name No.	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	KISHORE GUPTA	583500	19.4487	0.5000	583500	19.4487	0.5000	Nil
2.	RAKESH GUPTA	562100	18.7354	3.9997	562100	18.7354	3.9997	Nil
3.	MAYANK GUPTA	428300	14.2757	4.4997	428300	14.2757	4.4997	Nil
4.	ARCHANA GUPTA	268300	8.9427	3.9997	268300	8.9427	3.9997	Nil
5.	MANJU GUPTA	241500	8.0495	0.5000	241500	8.0495	0.5000	Nil
6.	MANALI GUPTA	70000	2.3332	0.0000	70000	2.3332	0.0000	Nil
7.	ARK TRANSFORMERS PVT LTD.	60000	1.9999	0.0000	60000	1.9999	0.0000	Nil
8.	ARCHIT GUPTA	20000	0.6666	0.0000	20000	0.6666	0.0000	Nil
9.	TUSHARIKA GUPTA	10000	0.3333	0.0000	10000	0.3333	0.0000	Nil
10.	LAXMI NARAYAN GUPTA	4600	0.1533	0.0000	4600	0.1533	0.0000	Nil
11.	NEETA GUPTA	1500	0.0500	0.0000	1500	0.0500	0.0000	Nil
	Total	2249800	74.9883	13.4991	2249800	74.9883	13.4991	Nil

iii. Change in Promoters' Shareholding

There are no changes (increase/decrease) in the shareholding of the promoters in the year 2016-17.

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Top 10 Shareholders	Shareholding at the beginning of the year (31.03.2016)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Arihant Capital Markets Ltd	80909	2.69	80909	2.69
2	Subramanian P	11050	0.36	59720	1.99
3	Ajay Goenka	48500	1.61	48500	1.61
4	Omprakash Gupta	38400	1.27	38400	1.27
5	Nirmal Gupta	28200	0.93	28200	0.93
6	ArvindGoenka	25000	0.83	25000	0.83
7	Sanwal Prasad Goenka	25000	0.83	25000	0.83
8	AruneGoenka	24000	0.79	24000	0.79
9	AyushGoenka	24000	0.79	24000	0.79
10	SnehlataGoenka	20200	0.67	20200	0.67

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name & Designation	Shareholding at the beginning of the year		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kishore Gupta (DIN : 00014205) (Chairman & Managing Director)	583500	19.44	583500	19.44	—	—
2	Rakesh Gupta (DIN : 00014139) (Whole time director & CFO)	562100	18.73	562100	18.73	—	—

There is no change (increase/decrease) in the shareholding of Directors and Key managerial personnel during the year 2016-17

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment****In lakhs**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	57660550.03	NIL	N.A.	57660550.03
ii) Interest due but not paid	NIL	NIL	N.A.	NIL
iii) Interest accrued but not due	NIL	NIL	N.A.	NIL
Total(i +ii + iii)	57660550.03	NIL	N.A.	57660550.03
Change in Indebtedness during the financial year				
Addition	NIL	NIL	N.A.	NIL
Reduction	(13416275.91)	NIL	N.A.	(13416275.91)
Net Change	(13416275.91)	NIL	N.A.	(13416275.91)
Indebtedness at the end of the financial year				
i) Principal Amount	44244274.12	NIL	N.A.	44244274.12
ii) Interest due but not paid	NIL	NIL	N.A.	NIL
iii) Interest accrued but not due	NIL	NIL	N.A.	NIL
Total(i +ii + iii)	44244274.12	NIL	N.A.	44244274.12

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name		Total Amount
		Kishore Gupta (Managing Director)	Rakesh Gupta (Whole time Director)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1584000	1161600	2745600
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	158400	—	158400
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission - as % of profit - Others, specify...	—	—	—
5.	Others, please specify	—	—	—
	Total (A)	1742400	1161600	2904000
	Ceiling as per the Act			4983943.21

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Laxmendra Maheshwari	Shashendra Lahri	Chhavi Kharb	
	(1) Independent Directors				
	● Fee for attending board committee meeting	5000	5000	5000	15000
	● Commission	—	—	—	—
	● Conveyance	—	—	—	—
	Total (1)	5000	5000	5000	15000
	(2) Other Non-Executive Directors	Company do not have any non executive directors			
	● Fee for attending board committee meetings				
	● Commission				
	Others, please specify				
	Total (2)	—			
	Overall Ceiling as per the Act	Rs one Lakh per meeting			

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	No CEO has been appointed by the Company	336586	Whole time Director acts as the CFO of the Company for which no separate remuneration is paid	336586
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission ● as % of profit ● Others, specify...	—	—	—	—
5.	Others, please specify	—	—	—	—
	Total	—	336586	—	336586

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There are no Penalties or Punishments imposed on the Company. No compounding of offences.

ANNEXURE-II
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**The Board of Directors,
Star Delta Transformers Limited
Bhopal - 462023**

We have reviewed the implementation of Corporate Governance Procedure by the Company during the year ended 31st March, 2017, with the relevant records and documents maintaining by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges.

We further state that our examination of such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A.K. Khabya & Co
Chartered Accountants
Firm Registration No. 001994C

Sd/-
M.N.G. PILLAI
Partner
M.No. 074051

Place : BHOPAL

Date : 29th May, 2017

ANNEXURE-III
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Star Delta Transformers Limited
92 A, Industrial Area,
Govindpura, Bhpoal (M.P.) 462023,

We were appointed by the Board of Directors of Star Delta Transformers Limited (CIN: L31102MP1977PLC001393) (hereinafter referred to as "the Company") to conduct Secretarial Audit for the financial year from 01st April 2016 to 31st March 2017. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company.

Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion there on.

Management's Responsibility:

The Management of the Company is completely responsible for preparation and maintenance of Secretarial records and for developing proper systems to ensure compliance with the provisions of applicable laws, rules and regulations.

Auditor's Responsibility:

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances, on the basis of verification done by us on test basis.

Further our responsibility is also to express an opinion on existence of adequate Board Process and Compliance Management System, commensurate to the size of the company, based on the secretarial records as shown to us during the said audit and also based on the information furnished to us by the officers and the agents of the company during the said audit.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decision taken by the Board and by various committees of the company during the period under scrutiny. We have checked the Board Process and Compliance Management System to understand and to form an opinion as to whether there is an adequate system of seeking approval of the Board, their committees, members of the Company and of other authorities as per provisions of various statutes as mentioned hereinafter.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

Our report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the company.

Based on information and/or details received during our visit to company's Registered Office and on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company at its Registered Office and also the information provided by the Company, its Company Secretary, its officers, agents, functional heads and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the

company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance -mechanism in place to the extent, in the manner and subject to there porting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained at Registered Office by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder: - Not Applicable to the Company during the Audit Period as the Company has not issued share capital during the financial year under review; however the Company has complied with Rule 19A of the Securities Contracts (Regulation) Rules, 1957 with respect to continuous listing requirement with the stock exchange.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable to the Company during the Audit Period.
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - Not Applicable to the Company during the Audit Period; however the Company has complied with Regulation 30 of SEBI (SAST) Regulations, 2011 with respect to Continual disclosures with the stock exchange;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable to the Company during the audit period as the Company has not issued Share Capital during the financial year under review.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee tock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not Applicable to the Company during the Audit Period as the Company has not issued Employee Stock Option Scheme and Employee Stock Purchase Scheme.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable to the Company during the Audit Period as the Company has not issued and listed any debt securities during the financial year under review.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable to the Company during the Audit Period as the Company has not delisted/ propose to delist its equity shares from any Stock Exchange during the financial year under review;
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; - Not Applicable to the Company during the Audit Period as the Company has not bought back any of its securities during the financial year under review;
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Management/ Company has confirmed that, the company being a Transformer (Electric) Industry, there are no

specific applicable laws to the Company which requires specific approvals or compliances under any act or regulations except Energy Conservation Act, 2001 and as per information / declaration given by the management, the Company has obtained permission for affixing label as per provisions of Section 14(a) of Energy Conservation Act, 2001 read with Regulation No. 7 of Bureau of Energy Efficiency (Particulars and Manner of their Display on Labels of Distribution Transformers) Regulations, 2009.

(vii) The Management/ Company has identified and confirmed the following laws as other laws applicable to the Company:

- General Clauses Act, 1897
- Registration Act, 1908
- Indian Stamp Act, 1899
- Limitation Act, 1963
- Transfer of Property Act, 1882
- Indian Contract Act, 1872
- Negotiable Instrument Act, 1881
- Sale of Goods Act, 1930
- Information Technology Act, 2000
- Micro, Small and Medium Enterprises Development Act, 2006
- Consumer Protection Act, 1986
- Legal Metrology Act, 2009
- Public Liability Insurance Act, 1991
- Arbitration and Conciliation Act, 1996
- Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013
- The Factories Act, 1948
- The Payment of Bonus Act, 1965
- Employee Provident Fund (EPF) & Miscellaneous Provisions Act, 1952
- Employee State Insurance (ESI) Act, 1948
- The Employees Compensation Act, 1923
- The Payment of Gratuity Act, 1972
- The Payment of Wages Act, 1936
- The Minimum Wages Act, 1948
- The Madhya Pradesh Minimum Wages Fixation Act, 1962
- The Equal Remuneration Act, 1976
- Maternity Benefit Act, 1961
- The Child Labour (Prohibition & Regulation) Act, 1986
- Industrial Disputes Act, 1947
- Madhya Pradesh Industrial Employment (Standing Orders) Act, 1961

- Industrial (Development and Regulation) Act, 1951
- Madhya Pradesh Industrial Relation Act, 1960
- The Madhya Pradesh Shram Kalyan Nidhi Adhiniyam, 1982
- The Income Tax Act, 1961
- Indirect Tax Laws i.e. Madhya Pradesh VAT Act, Madhya Pradesh Professional Tax Act, Entry Tax, Central Sales Tax, Service Tax & Central Excise Act etc.
- Environmental Laws i.e. The Environment (Protection) Act, 1986, The Air (Prevention & Control of Pollution) Act, 1981, The Water (Prevention & Control of Pollution) Act, 1974, Hazardous wastes (Management, Handling and Transboundary Movement) Rules, 2016.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and made effective from 01st of July 2015.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations Guidelines, Standards etc. mentioned above subject to the following observations as mentioned below:

1. *In terms of provisions/requirements of Section 124(6) read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, the Company was required to inform the shareholder (in respect of whose shares, dividend has not been paid or claimed for seven consecutive years or more) regarding transfer of their shares in the name of IEPF, three months before the due date of transfer of shares (i.e. upto 28/02/2017) and also required simultaneously to publish a notice in the leading newspaper in English and Regional Language, however the Company has sent information to the concerned shareholders regarding transfer of their shares in the name of IEPF, on 30/03/2017 and also published the notice of the same in the English and Hindi Newspaper on 31/03/2017.*
2. *As per provisions of Section 134 of the Companies Act, 2013, financial statements (including consolidated financial statements, if any), are required to be approved by the Board of Directors before they are signed on behalf of the Board, for submission to the Auditor for their report thereon, however as per information given by the management, the Board of Directors of the Company has only approved the Audited Financial Statements and not approved the unaudited/draft Financial Statements.*
3. *In respect of qualification/disqualification of Auditor(s), we have relied on the Certificates/Consents given by the Concerned Auditor(s).*
4. *As per information given by the management, the Company has given loan (falling within the purview of Section 186 of the Companies Act, 2013) to Chirayu Charitable Foundation, Bhopal on 06/04/2015 and 31/03/2016 i.e. during the financial year 2015-16, however no details in respect of aforesaid loans were made available to us by the Company during the Secretarial Audit for the Financial Year 2015-16, accordingly no compliance reported in respect of the aforesaid loans in the Secretarial Audit Report and Form No. MGT-8 (Certificate by a Company Secretary in Practice) for the financial year ended 31st March, 2016. Further as per information given by the management, the Company has also given loan (falling within the purview of Section 186 of the Companies Act, 2013) to Chirayu Charitable Foundation, Bhopal during the financial year 2016-17 and has not taken any approval and/or Compounding for the same during the financial year 2016-17 and now the Company is planning Compounding of aforesaid offence under Section 441 of the Companies Act, 2013.*
5. ***The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations***

{hereinafter referred to as "the Listing Regulations"}:

- (a) As per information/declaration given by the management, the Board of Directors of the Company has appointed M/s Link In time India Pvt. Ltd. as RTA in place of M/s System Support Services, with effect from 15th October, 2016 and has executed a tripartite agreement between itself, the existing share transfer agent (i.e. System Support Services) and New Share Transfer Agent (i.e. Link In time India Pvt. Ltd.), in terms of Regulation 7(4) of the Listing Regulations on 13th October, 2016, however aforesaid tripartite agreement has been cancelled by the System Support Services on 01st April, 2017 and a fresh tripartite agreement will be executed.
- (b) The Board of Directors of the Company in their meeting held on 13th August, 2016 has appointed M/s Link In time India Pvt. Ltd. as new RTA in place of existing RTA M/s System Support Services w.e.f. 01st October, 2016 and subsequently changed the effective date of appoint of new RTA M/s Link In time India Pvt. Ltd. from 01st October, 2016 to 15th October, 2016, however no such changes noted in the Minutes Book of Board Meeting.
- (c) Company has partially complied with the provisions/requirements of the Regulation 30(8) of the Listing Regulations.

6. Labour Laws:

- (a) As per information given by the management, the Company has paid bonus under the Payment of Bonus Act, 1965 and complied with the provisions of the Payment of Bonus Act, 1965; however the Company has not submitted/filed Form No. D (Annual Return) to the Concerned Labour Authority/Officer. Further as per explanation provided by the management, the Company has not received any show cause notice/intimation/objection/directions in this regard from above mentioned authority.
- (b) Payment of gratuity has not made within the prescribed time limit under the Payment of Gratuity Act, 1972 and As per information/declaration provided by the management, the Company has made payment of gratuity only through LIC and the payment of gratuity has been paid by the Company to its employees within a week from the date of reimbursement by the LIC made.
- (c) As per information/documents provided by the management, the Payment of Contribution under the Madhya Pradesh Shram Kalyan Nidhi Adhiniyam, 1982 for the half year ended 30th June, 2016 has been made with some delay.
7. Income Tax Act: As per information given by the management, the Company has submitted/deposited all the applicable Returns/Challans of TDS & TCS on or before due dates; except TCS Return for the IV Quarter.
8. Service Tax Act: As per information/document provided by the management, the Company has filed/submitted/deposited all the Challans>Returns of Service Tax on or before due dates, except payment of Challan for the month of September 2016.
9. Professional Tax Act: As per information/documents provided by the Management, the Company has filed/submitted some Challans for Professional Tax after due dates and Returns under the Professional Tax are not yet filed.
10. Central Excise Act: As per information/documents provided by the Management, the Company has filed/submitted all the Returns/Challans of Excise on or before due dates; except Excise Return for the month of August 2016.
11. As per information given by the management, as the quantity of hazardous substances handled by the Company is below the quantity specified under the Public Liability Insurance Act, 1991, therefore provisions of the Public Liability Insurance Act, 1991 are not applicable to the Company.

12. *As per information provided by the management, the Company has obtained Consent of the M.P. Pollution Control Board under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974, Section 21 of the Air (Prevention & Control of Pollution) Act, 1981 and Authorisation under Hazardous Waste (Management handling & Trans boundary movement) Rules and has not submitted any Report/Document/Return to any authority and has also not maintained any Register/Record under any environmental law and rules made thereunder.*
13. *The Company has partially complied with the provisions of Section 4 of the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013, in respect of constitution/composition of the Internal Complaints Committee.*
14. *The Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above; however there are some lacunas in complying with some of the Act, Rules, Regulations, Guidelines, Standards, etc.*
15. *As informed by the Management the company has responded to notices by various statutory Regulatory Authorities & initiated actions for corrective measures, wherever necessary to the extent possible.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Independent Directors. There were no changes in the composition of the Board of Directors during the period under review; however the Company has reappointed Mr. Rakesh Gupta (DIN: 00014139) as Whole Time Director w.e.f. 30th September, 2016 and complied with the provisions of the Act.

Adequate notice is given to all Directors/Members of the Committee to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings, Committee Meetings are carried through majority. Further decisions at General Meetings are carried through requisite majority.

In terms of provisions/requirements of Section 124(5) and Section 125(2) read with Rule 5 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company was required to transfer the amount of dividend (alongwith the interest accrued thereon) which remained unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, into the specified Bank Account of PNB (Accredited Bank of the Pay and Accounts Office, MCA) or Other Authorised Bank, within 30 days of such amounts becoming due to be credited to the Investor Education and Protection Fund (IEPF) and as per information/declaration given by the management, the Company has transferred the same into the specified Bank Account of PNB on 21/10/2016 (i.e. before the last date 04/11/2016 for such transfer) which was credited in the aforesaid Account on 23/10/2016, however the SRN of aforesaid payment/transfer could not be linked with IEPF Portal and due to which the Form No. IEPF-1 (Statement of Amounts Credited to Investor Education and Protection Fund) could not be filed and thereafter the amount transferred by the Company to IEPF has also been reversed to the Company's Account. The Company has again transferred the above mentioned amount of unpaid dividend (alongwith the interest accrued thereon) to the IEPF, through Internet Banking on 20/03/2017 and also filed Form No. IEPF-1 on 20/03/2017 which was finally approved/accepted on IEPF Portal on 04/04/2017. Whereas delayed filing of aforesaid forms/details was due to some technical problem/issue and not on the part of the Company, this should be reported as compliance.

As per information/declaration given by the management, in terms of requirements of the Rule 5 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has filed Form No. IEPF-2 (Statement of unclaimed and unpaid amounts), on 21/12/2016 i.e. within 90 days of the AGM and also successfully uploaded the Investor-wise details of unclaimed and unpaid amounts on IEPF Portal on 27/12/2016 i.e. within 07 days from the date of filing Form No. IEPF-2, however due to some technical problem/issue Form No. IEPF-2 has been rejected. After that, the Company has again filed Form No. IEPF-2 on 20/07/2017 and 26/07/2017 respectively and has

also uploaded the Investor-wise details of unclaimed and unpaid amounts on IEPF Portal on 22/07/2017 and 27/07/2017 respectively, however all the aforesaid forms (Form No. IEPF-2) were also rejected due to same problem/issue i.e. due to some technical problem/issue. As the aforesaid failure was due to some technical problem/issue and not on the part of the Company, this should be reported as compliance.

Register of members with Index and Register of Share transfer is maintained by the Registrar and Share Transfer Agent (RTA) at the office of RTA and periodic information is sent to company.

We further report that there are generally adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with Applicable Laws, Rules, Regulations, Guidelines, Standards; however some deviations were observed during the period under review but the Company is striving to ensure timely compliance with the different Acts/Laws/Rules/ Regulations/ Guidelines and Standards.

For **ASA & Associates**
Company Secretaries

Sd/-

S.M. Ashraf

Membership No.: FCS 6233

C P No.: 5148

Email: smashraf08@gmail.com

Website: www.asacsonline.com

Place: Bhopal

Date : 11th August, 2017

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,

The Members,
Star Delta Transformers Limited
92 A, Industrial Area,
Govindpura Bhopal (M. P.) 462023,

Our report of even date is to be read alongwith this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records base donour audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide areas on able basis for our opinion.
3. We have not verified the correctness and appropriateness of financial record sand Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **ASA & Associates**

Company Secretaries

Sd/-

S.M. Ashraf

Membership No.: FCS 6233

C P No.: 5148

Email: smashraf08@gmail.com

Website: www.asacsonline.com

Place: Bhopal

Date : 11th August, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2017.

a. INDUSTRY STRUCTURE, DEVELOPMENT -

Market Size of the Indian power sector is undergoing a significant change that has redefined the industry outlook. Power is one of the most critical components of infrastructure crucial for the economic growth and welfare of nations. The existence and development of adequate infrastructure is essential for sustained growth of the Indian economy. India's power sector is one of the most diversified in the world. Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

b. OPPORTUNITES, THREATS AND RISKS

Transformers being used in generation, transmission as well as distribution network have experienced healthy growth over the last few years and the market is further set to rise as a result of increased governmental focus towards rural electrification. Although there is stiff competition in the market, yet because of wide product range, innovation and adoption of new technologies, pricing pressure, design parameters. Company has taken various initiatives with an aim to address these concerns.

c. SEGMENTWISE PERFORMANCE:

The company operates broadly into following segments.

(i) Manufacturing (ii) Turnkey projects division (iii) Solar

(i) Manufacturing Division : Company has a very wide range of distribution and power transformers varying from 10 KVA, 250V/11KV to 40 MVA, 132 KV catering to various Electricity Boards of Madhya Pradesh, Chattisgarh, Maharastra, Orissa, Rajasthan, Andra Pradesh etc. The Company supplies through direct orders from Discoms and also through major private contractor companies like L&T, BHEL, Bajaj Electricals, Genus infra power ltd., Blue star Ltd., Vindhya telelinks ltd, Angeliq international company ltd., Bharat electricals, Sangli, Fedder Llyod Ltd., KEI Industries Ltd., EPC Division etc.

With a vast experience of more than 40 years and reliable after-sales service, Company has become most trusted in Central India.

(ii) Turnkey projects division : Company is currently executing a major turnkey contract from MPMKVVCL, Jabalpur for supply, erection, commissioning of 33/11 KV substations along with 33KV & 11 KV lines in Rewa region.

Also, Company has recently bagged two major Turnkey contracts from MPPKVVCL, Jabalpur for supply, erection, commissioning of Rural electrification work under Deen dayal upadhyay gram jyoti yojna (DDUGJY) scheme and for urban electrification work under Integrated power development scheme (IPDS) in Tikamgarh Circle of Madhya Pradesh.

Company also provides Project management consultancy (PMC) to its joint venture partners for turnkey projects for laying of 33 & 11 KV lines and setting up of 11 KV substations including civil work.

(iii) Solar : Company has also ventured into Renewable Power Generation, Co. has setup 500 KWp PV On-grid Solar Power Plant in village Gagorni, Rajgarh district of Madhya Pradesh. The plant was commissioned on 12th Oct. 2012 under the REC (Renewable Energy Certificate) Mechanism with annual generation capacity of 7.5 Lakhs units. During F.Y. 2016-17 732880 Units were produced & generated revenue of Rs.5982893/-. The Company has future plans to setup additional plants for expansion.

d. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:

The company has adequate internal control system commensurate with the size of the operations by a Company. The Audit committee periodically reviews the implementation of management policies to ensure that transactions have been accurately recorded and promptly reported.

e. OUTLOOK:

The transformer market in India has been stable for quite some years now. The market is expected to witness healthy growth rates and stimulating demand for the coming years.

f. HUMAN RESOURCES & INDUSTRIAL RELATION:

The company has maintained very harmonious & cordial Industrial relations. There is continuous emphasis on development of human resources through training. We believe whatever we achieved from where we started our journey long back is the result of efforts of our team. So, we consistently aim to provide a sustainable environment for learning right from the stage of recruitment to retention. Total permanent employees as on 31.03.2017 are Fifty excluding Directors.

For Star delta transformers limited

Place : Bhopal

Date : 11th August, 2017

Sd/- (KISHORE GUPTA)

(DIN : 00014205)

CHAIRMAN & MANAGING DIRECTOR

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-2017

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Star Delta Transformers Limited is dedicated in conducting its business consistent with the highest standards of business ethics and values. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

The Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors (The Board). The Board of the Company is composed of executive and non-executive independent Directors. As on 31st March 2017, the strength of the Board was five Directors comprising of two executive and three non-executive independent (including one woman director). Sixty percent of the Board of the Company is comprised of Independent Director.

The details of the Board of Directors as on 31st March 2017, are given below:

S. No	Name of the Directors/DIN	Designation	Category	Date of Appointment	No. of Board Meetings attended During the year 2016-17	Whether Attended last AGM held on 30.09.2016	No. of other Director -ships in other public companies	No. of Committee Positions held in other Public Companies	
								Membership	Chairmanship
1.	Kishore Gupta (DIN: 00014205)	Chairman & Managing Director	Promoter Executive	31/10/1987	5/5	Yes	Nil	Nil	Nil
2.	Rakesh Gupta (DIN:00014139)	Whole time Director & CFO	Promoter Executive	15/10/1987	5/5	Yes	Nil	Nil	Nil
3.	Shashendra Lahri (DIN:02704101)	Director	Independent Non-executive	27/03/2015	5/5	No	Nil	Nil	Nil
4.	Laxmendra Maheshwari (DIN:00278005)	Director	Independent Non-executive	27/03/2015	5/5	Yes	2	Nil	Nil
5.	Chhavi Kharb (DIN:01791358)	Director	Independent Non-executive	27/03/2015	5/5	Yes	Nil	Nil	Nil

Original date of appointment of Laxmendra Maheshwari (DIN:00278005) is 25.06.2009 and Shashendra Lahri (DIN:02704101) is 25.06.2009.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders relationship committee are considered for the purpose of reckoning committee positions.

None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director

During the Financial year 2016-17, The Board of the Company met five (5) times with maximum time gap of less than one hundred and twenty days between any two meetings. All the members of the Board were provided requisite information as required as per Schedule II Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 well before the Board Meeting. Dates of Board meetings were 28.05.2016, 27.06.2016, 13.08.2016, 11.11.2016, and 11.02.2017.

The maximum tenure of independent directors is in compliance with the Act and Rules made there under. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149(6) of the Act.

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms and conditions of appointment of independent directors are placed on the Company's website (http://www.stardeltatransformers.com/star_delta_investor1.php)

During the year, one separate meeting of Independent Directors was conducted. All the Independent Directors were present in the meeting. The Independent Directors, inter-alia, reviewed the performance of non-independent directors and the Board as a whole and assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company. The Board of the Company has satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

The Board has recommended the fees paid to the non Executive directors, including Independent directors. The sitting fees is within the limits prescribed under the Act and hence does not require shareholders approval.

The Board has framed and implemented the risk management plan.

The details of the familiarisation programme of the Independent Directors are available on the website of the Company (http://www.stardeltatransformers.com/star_delta_disclosures.php)

Inter - se relationship of Directors

Name	Relation
Mr Kishore Gupta (DIN : 00014205)	Brother of Mr Rakesh Gupta
Mr. Rakesh Gupta (DIN : 00014139)	Brother of Mr. Kishore Gupta
Mr. Laxmendra Maheshwari (DIN : 00278005)	Not related to any director
Mr. Shashendra Lahri (DIN : 02704101)	Not related to any director
Mrs. Chhavi Kharb (DIN : 01791358)	Not related to any director

III. AUDIT COMMITTEE

The terms of reference of the Audit Committee include those specified under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013 which include:

- Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

2016-2017

- Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- To review the functioning of whistle blower mechanism.
- Approval of appointment of CFO after assessing the qualifications, experience and background etc of the candidate
- To review the following information:
 - Management discussion and analysis of financial condition and results of operations;

- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses
- Appointment, removal and terms of remuneration of Chief Internal auditor.
- Statement of deviations

The Audit Committee of the Company consists of three Directors out of which two are Independent Directors. The Chairman of the Audit Committee is an Independent Director. All the members of Audit Committee are financially literate. The composition of the Audit Committee and the details of meetings attended by its members are given below

Name of Member	Category	Status	Number of meetings attended during the financial year 2016-17
Mrs. Chhavi Kharb (DIN:01791358)	Non-Executive Independent Director	Chairperson	4/4
Mr. Laxmendra Maheshwari (DIN:00278005)	Non-Executive Independent Director	Member	4/4
Mr. Rakesh Gupta (DIN:00014139)	Executive Director/Promoter	Member	4/4

During the Financial year 2016-17, The Committee met four (4) times with maximum time gap of less than one hundred and twenty days between any two meetings. Dates of meetings were 28.05.2016, 13.08.2016, 11.11.2016, and 11.02.2017.

The necessary quorum was present for all the meetings

The previous Annual General Meeting ("AGM") of the Company was held on September 30, 2016 and was attended by Mrs. Chhavi Kharb, Chairman of the audit committee.

The Company Secretary acts as the Secretary to the Audit Committee

IV. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee include those specified under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 178 of the Companies Act, 2013 which include:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

The Committee consists of four directors out of which three are non executive Independent Directors. The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of Member	Category	Status	Number of meetings attended during the financial year 2016-17
Mr. Laxmendra Maheshwari (DIN:00278005)	Non-Executive Independent Director	Chairperson	2/2
Mr. Shashendra Lahri (DIN : 02704101)	Non-Executive Independent Director	Member	2/2
Mrs. Chhavi Kharb (DIN:01791358)	Non-Executive Independent Director	Member	2/2
Mr. Kishore Gupta (DIN:00014205)	Executive Director/Promoter	Member	2/2

The previous Annual General Meeting ("AGM") of the Company was held on September 30, 2016 and was attended by Mr. Laxmendra Maheshwari (DIN: 00278005), Chairman of the Committee.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The performance evaluation criterion for independent directors is determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include Attendance & presence in meetings, Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion Capacity to effectively examine financial and other information on operations of the Company and the ability to make positive contribution thereon, Complying with legislations and regulations in letter and spirit. The outcome of the evaluation exercise was discussed and deliberated at the respective meetings of the Board of Directors and Committees of the Board. The Board of Directors also expressed their satisfaction towards the process followed by the Company.

REMUNERATION OF DIRECTORS

Remuneration Policy:

Pursuant to Section 178 and other applicable provisions of the Companies Act 2013 and SEBI Listing Regulations, 2015, the Nomination & Remuneration Committee has laid down the Remuneration policy, which states as under:

The objective of the policy is directed towards having a compensation philosophy and structure that will reward and retain talent.

Remuneration for the directors, key managerial personnel and other employees will be ascertained as per Section 196, 197, 198 and rules made thereunder and Schedule V of the Companies Act 2013 and listing agreement/regulation.

Further, The Remuneration shall take into account the Company's overall performance, contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.

The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Remuneration will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Non Executive Directors are eligible for fixed amount of sitting fees plus out of pocket expenses for attending meeting of the Board of Directors. The Independent Directors are not eligible for Stock Options.

Criteria for determining qualifications, positive attributes & independence of Director

Pursuant to Section 178 and other applicable provisions of the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of the Listing agreement) the Nomination & Remuneration Committee established the following:

Qualifications of Independent Director :

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

Positive attributes of Independent Directors :

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

Independence of Independent Directors :

An Independent director should meet the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of the Listing agreement) concerning independence of directors."

Details of remuneration paid to the Executive Director during the year ended 31st March, 2017 are given below:

Executive Director	Salary* (Rs. in Lacs)	Pension	Perquisite	Bonus	Stock Options	Performance incentive	Commission	Total
Mr. Kishore Gupta (DIN: 00014205)	1584000	—	158400	—	—	—	—	1742400
Mr. Rakesh Gupta (DIN: 00014139)	1161600	—	—	—	—	—	—	1161600

Details of remuneration paid to the Non-Executive Director during the year ended 31st March, 2017 are given below:-

S. No.	NAME OF DIRECTORS	COMMISSION	CONVEYANCE	PAYMENT OF SITTING FEES FOR ATTENDING BOARD MEETINGS
1.	Mr. Laxmendra Maheshwari (DIN : 00278005)	—	—	5000
2.	Mr. Shashendra Lahri (DIN : 02704101)	—	—	5000
3.	Mrs. Chhavi Kharb (DIN : 01791358)	—	—	5000
	Total		—	15000

During the year under review, there were no other pecuniary transactions with any non-executive director of the Company.

Details of equity shares of the Company held by the directors as on March 31, 2017 are given below:

Name	Number of Equity Shares
Mr. Kishore Gupta (DIN: 00014205)	583500
Mr Rakesh Gupta (DIN: 00014139)	562100

None of the Non executive Independent Director holds any share/stock of the Company. The Company has not granted any stock options to any of its Non-Executive Independent Directors.

V. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act 2013 and rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Committee's terms of reference include the following:

2016-2017

- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends.

The Committee consists of three directors out of which two are non executive Independent Directors. The composition of the Stakeholder Relationship Committee is given below:

Name of Member	Category	Status
Mr. Laxmendra Maheshwari (DIN : 00278005)	Non-Executive Independent Director	Chairman
Mrs. Chhavi Kharb (DIN : 01791358)	Non-Executive Independent Director	Member
Mr. Rakesh Gupta (DIN: 00014139)	Executive Director/Promoter	Member

The previous Annual General Meeting ("AGM") of the Company was held on September 30, 2016 and was attended by Mr Laxmendra Maheshwari (DIN:00278005), Chairman of the Committee.

During the year 2016-2017, the Company has received no complaints/grievance. No complaints are pending at the end of the year.

Miss Shweta Agarwal is the Company Secretary and Compliance Officer of the Company.

VI. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Act. The broad terms of reference CSR committee is as follows:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The Committee consists of three directors out of which one is non executive Independent Directors. The composition of the Corporate Social Responsibility Committee is given below:

Name of Member	Category	Status
Mr. Kishore Gupta (DIN : 00014205)	Executive Director/Promoter	Chairperson
Mr. Rakesh Gupta (DIN : 0014139)	Executive Director/Promoter	Member
Mr. Laxmendra Maheshwari (DIN : 00278005)	Non-Executive Independent Director	Member

However, Company ceases to be a company covered under 135(1) of Companies Act 2013 for three consecutive financial years hence provisions of Corporate Social Responsibility does not apply to the company.

VII. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as under:-

YEAR	DATE & TIME	LOCATION	WHETHER SPECIAL RESOLUTION(S) WERE PASSED
2013-2014	30th September, 2014 at 11.00 A.M.	At the Registered Office at 92-A Industrial area Govindpura Bhopal 462023	<ul style="list-style-type: none"> ● Ratification by Members u/s Section 180(1)(a) of the Companies Act 2013. ● Ratification by Members u/s Section 180(1)(c) of the Companies Act 2013: ● Ratification of the Acts done by the Board for affixation of Common Seal:
2014-2015	30th September, 2015 at 11.00 A.M.	At the Registered Office at 92-A Industrial area Govindpura Bhopal 462023	<ul style="list-style-type: none"> ● To approve the remuneration of cost auditors. ● 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. ● Payment of Minimum remuneration to Mr. Kishore Gupta (DIN: 00014205), Managing Director of the Company in the event of inadequacy or absence of profit. ● 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.
2015-16	30th September, 2016 at 11.00 A.M.	At the Registered Office at 92-A Industrial area Govindpura Bhopal 462023	<ul style="list-style-type: none"> ● Service of documents. ● Insertion of new clause in the Articles of Association of the Company. ● Reappointment of Mr Rakesh Gupta (DIN: 00014139) as whole time director.

VIII. POSTAL BALLOT HELD DURING THE FINANCIAL YEAR 2016-17

During the year under review, no resolutions were passed through the postal ballot

IX. EXTRA ORDINARY GENERAL MEETING

During the year under review, no Extra ordinary General Meeting was held.

X. DISCLOSURES**a) Related Party Transactions**

The Related party contracts / arrangements / transactions entered into by the Company do not fall under the ambit of Section 188(1) of the Companies Act 2013 and all related party transaction during the financial year were at arm's length and in ordinary course of business. In compliance with the provisions of the Act and Regulation 23(2) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, Company has obtained omnibus approval from the Audit Committee and transactions were reported to the Audit Committee / Board at their quarterly meeting.

During the Fiscal 2017, there have been no materially significant related party transactions between the Company and Directors, management, subsidiaries or relatives, as defined under Section 188 of the Act and Regulations 23 the SEBI Listing regulations 2015.

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

The Company has formulated the policy on materiality of Related party transactions as per Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, The same has been available on the company's website <http://www.stardeltatransformers.com/index.php>

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

b) Details of non-compliance by the company, penalties and strictures imposed on the Company by stock Exchange or SEBI or other authority on any matter related to capital markets during last three years:

There was no non compliance by the company on any matter related to capital market, SEBI or any other statutory authority and no penalties were imposed or no strictures were passed on the company by such authorities during the last 3 years ended 31.03.2017

c) Code of Conduct

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. As required the said code has been posted on the website of the Company (<http://www.stardeltatransformers.com/index.php>.) All the Board members and Senior Management personnel have affirmed compliance with the code for the year ended 31 March 2017. A declaration to this effect signed by the Managing Director forms part of the Corporate Governance report

d) Whistle Blower Policy

As per Section 177(9) and (10) of the Companies Act, 2013, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company. The same has been posted on the website of the Company. No personnel of the Company was denied access to the Audit Committee

e) Reconciliation of Share Capital Audit Report

The Reconciliation of Share Capital Audit Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

f) Details of Companies with mandatory requirements and adoption of the non -mandatory requirements of this clause :

The Company has complied with all the mandatory requirements to its best. As regards the non - mandatory requirements they are complied with to the maximum extent.

(g) Compliance certificate

The MD and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(h) Disclosures on Website

The Company maintains a functional website and has disseminated all the required information as per the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(I) Compliances under Insider Trading Regulations 2015

Securities and Exchange Board of India has issued the Prohibition of Insider Trading Regulations, 2015 which came into force from 15th May 2015. The Company has made all the necessary compliances under the said Regulations.

XI. MEANS OF COMMUNICATION

Various correspondences as required by the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is published in numerous leading dailies such as Hitavada, Haribhoomi, Business standard. The Company has its own website, www.stardeltatransformers.com which contains all important public domain information. All financial and other vital information are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

XII. GENERAL SHAREHOLDERS' INFORMATION**A. GENERAL INFORMATION**

Registered Office	92-A Industrial Area Govindpura Bhopal 462023
Plant Location	92-A Industrial Area Govindpura Bhopal 462023
Annual General Meeting: Day/Date/Time/Venue:	Thursday, 28th September, 2017 at 11.30 A.M. 92-A Industrial Area Govindpura Bhopal 462023
Financial Year	1st April to 31st March
Book Closure	22nd day September, 2017 to 28th day September, 2017
Dividend Payment Date	Company has not declared dividend.
Listing on Stock Exchanges	1. BSE LIMITED Stock Code: 539255 ISIN Code: INE541K01014 Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Phones : 91-22-22721233/4, 91-22-66545695 Fax : 91-22-22721919 2. Ahmedabad Stock Exchange Of India Limited Exchange 3. Delhi Stock Exchange The Company has paid the Listing fee to the Bombay Stock exchange.

The trading is done only at the Bombay Stock exchange

B. Dematerialisation of shares

As on 31st March, 2017, 2978700 Equity Shares representing 99.28% of the Company's Equity Share Capital are in dematerialized form.

NSDL	25,70,896	85.69%
CDSL	4,07,804	13.59%
	29,78,700	99.28%

C. Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd, C 101,
247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai, Maharashtra, 400083
Phone: 022 - 49186270,
Email: rnt.helpdesk@linkintime.co.in

The RTA activity in relation to the Company has been transferred from System support services to Link Intime India Pvt Ltd. with effect from 15th October 2016.

D. Market price data**Monthly High/Low prices per share during the Financial Year 2016-2017**

Months	BSE	
	High (Rs.)	Low (Rs.)
April, 2016	149.90	93.75
May, 2016	153.00	103.00
June, 2016	135.40	100.00
July, 2016	132.00	107.00
August, 2016	116.90	97.00
September, 2016	123.95	95.00
October, 2016	134.00	105.10
November, 2016	126.50	81.10
December, 2016	105.00	81.50
January, 2017	111.90	90.05
February, 2017	136	96.50
March, 2017	125.90	99.10

E. Shareholding pattern as on 31st March, 2017

Category of Shareholders	No. of Shares held at the end of the year (31-03-2017)			
	Demat	Physical	Total	% of Total Shares
A. Promoters				
1) Indian				
a) Individual/ HUF	2189800	0	2189800	72.98
b) CentralGovt/State Govt	0	0	0	0
c) BodiesCorp.	60000	0	60000	1.99
d) Banks / FI	0	0	0	0
e) AnyOther	0	0	0	0
Sub-total (A) (1):-	2249800	0	2249800	74.98
2) Foreign				
a) NRIs - Individuals	0	0	0	0
b) Other - Individuals	0	0	0	0
c) Bodies Corp.	0	0	0	0
d) Banks / FI	0	0	0	0
e) Any Other	0	0	0	0
Sub-total (A) (2):-	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2249800	0	2249800	74.98
B. Public Shareholding				
1. Institutions	0	0	0	0
a) Mutual Funds	0	0	0	0
b) Banks / FI	0	0	0	0

c) Central Govt	0	0	0	0
d) State Govt(s)	0	0	0	0
e) Venture Capital Funds	0	0	0	0
f) Insurance Companies	0	0	0	0
g) FII's	0	0	0	0
h) Foreign Venture Capital	0	0	0	0
i) Others (specify)	0	0	0	0
Sub-total (B)(1):-	0	0	0	0
2. Non- Institutions				
a) Individuals				
Individual shareholders holding nominal share capital upto Rs. 1 lakh	289560	21500	311060	10.36
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	325820	0	325820	10.85
b) NBFCs registered with RBI	0	0	0	0
c) Employee trusts	0	0	0	0
d) Overseas depositories	0	0	0	0
e) Others(specify)				
NRI (Non-Repatriation)	1000	0	1000	0.03
NRI Individuals (Repatriation)	475	0	475	0.015
Hindu undivided family	13902	0	13902	0.46
Clearing member	5270	0	5270	0.175
Body corporate	92873	0	92873	3.09
Sub-total (B)(2):-	728900	21500	750400	25.01
Total Public Shareholding (B)=(B)(1)+ (B)(2)	728900	21500	750400	25.01
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0
Grand Total(A+B+C)	2978700	21500	3000200	100

F. Distribution of Shareholding as on 31st March, 2017

Shareholding of nominal shares	Number of shareholders	Percentage of total	Share amount	Percentage of total share amount
Upto 5000	612	77.66	533120	1.77
5001-10000	61	7.74	550040	1.83
10001-20000	49	6.21	726310	2.42
20001-30000	20	2.53	489320	1.63
30001-40000	5	0.63	168590	0.56
40001-50000	8	1.01	356510	1.18
50001-100000	12	1.52	773820	2.57
100001 and above	21	2.66	26404290	88.00
Total	788	100	30002000	100

G. Outstanding GDRs/ADRs/Warrants/or any Convertible instruments, Conversion date and likely impact on equity

The Company has not issued any ADR/GDR/Warrant or any other convertible instruments.

H. Share Transfer System

Share transfer in physical form can be lodged with Link Intime India Pvt. Ltd , Registrar & Share transfer agent. The transfers are generally processed within 15 days from the date of receipt if the documents are complete in all respect.

I. Shares in suspense account

There are no shares in suspense account

J. Shares in unclaimed suspense account

There are no shares in unclaimed suspense account

K. Compliance Officer

Miss Shweta Agarwal is the Company Secretary and Compliance officer of the Company.

L. Address of Correspondance

Star Delta Transformers Ltd.

92-A Industrial Area Govindpura,

Bhopal 462023

**BY ORDER OF THE BOARD
For Star Delta Transformers Limited**

Sd/-

**(Mr. KISHORE GUPTA)
(DIN : 00014205)**

Place : Bhopal

Date : 11th August, 2017

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I confirm that the Board members and the senior management personnel have affirmed compliance with the code of conduct for the Financial year ended 31st March 2017.

Place : Bhopal

Date : 29th May, 2017

Sd/-

(Mr. KISHORE GUPTA)

(DIN : 00014205)

MANAGING DIRECTOR

COMPLIANCE CERTIFICATE

To,

The Board of Directors
Star Delta Transformers Limited

We certify that:

- a) We have reviewed the financial statements and Cash Flow Statement for the year ended 31st March, 2017 and to the best of our knowledge and belief:
 - I. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2017 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that:
 - I) Significant change in internal control over financial reporting during the year;
 - II) Significant changes in accounting policies during the year
 - III) Instances of significant fraud of which we have become aware and the involvement therein if any of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Sd-

(RAKESH GUPTA)

(DIN : 00014139)

CHIEF FINANCIAL OFFICER & DIRECTOR

Sd-

(KISHORE GUPTA)

(DIN : 00014205)

MANAGING DIRECTOR

Place : Bhopal

Date : 29th May, 2017

A. K. KHABYA & CO.

CHARTERED ACCOUNTANTS

2nd Floor, Shrimohan Parisar,
232, Zone-I, M.P. Nagar,
BHOPAL- 462011
Phone : 0755-4274191
Mobile : 9826024073, 9826385310
E-mail : khabyaco@rediffmail.com

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF STAR DELTA TRANSFORMERS LIMITED**Report on the Financial Statements**

We have audited the accompanying financial statements of STAR DELTA TRANSFORMERS LIMITED ("the Company"), which comprise the Balance Sheet as at 31/03/2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the order under Section 143(11) of the Act.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity

with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Profits and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government in terms of section 143(11) of the Act, we give in the "Annexure - A" a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
 - (e) On the basis of the written representations received from the directors as on 31/03/2017 taken on record by the Board of Directors, none of the directors is disqualified as 31/03/2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
 - (g) With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contracts for which there were any material foreseeable losses; and
 - iii. The Company has transferred amount required to be transferred to the Investor Education and Protection Fund.

For A. K. KHABYA & CO.

Firm Reg. No. 001994C
Chartered Accountants

Sd/-

CA. M. N. G. PILLAI

Partner

Membership No.074051

Place : Bhopal

Date : 29th May, 2017

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Refer to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- (i) (a) On the basis of available information the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us all the assets have been physically verified by the management as per a program of verification in a periodical manner, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the record examined by us and based on the examination of the registered sale deed/ transfer deed/ conveyance deed and other relevant records evidencing title provided to us, we report that, the title deeds, comprising all the immovable properties of land and building which are free holdare held in the name of the Company as at the balance sheet date.

In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

- (ii) As explained to us the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) The Company hasnot granted any loans, Secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, wherever applicable the Company has complied with the provisions of Section 185 and 186 of the Companies Act,2013 in respect of grant of loans, making investments and providing guarantees, as applicable. The Company has not granted any security in term of Section 185 and 186 of the Companies Act, 2013.
- (v) According to the information and explanations given to us, the company has not accepted any deposits from the public during the year and accordingly paragraph 5 of the order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended, prescribed by the Central Government under sub section (1) of Section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) According to the information and explanations given to us,in respect of statutory dues;
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including provident fund, employees state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and any other material statutory dues with the appropriate authority.
 - (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six month from the date they became payable.
 - (c) According to the records of the company examined by us and information and explanations given to us, the following statutory dues were outstanding on account of a dispute as on 31st March, 2017:-

Name of the Statute	Nature of demand	Amount of demand unpaid as on 31/03/2017(Rs.)	Period to which the amt. relates (Assessment Yr)	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax and/or interest	7890.00	2005-06	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	154651.00	2006-07	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	434000.00	2007-08	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	846790.00	2007-08	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	280.00	2009-10	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	28020.00	2009-10	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	1149230.00	2010-11	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	128900.00	2013-14	Appellate Authorities
The Income Tax Act, 1961	Income Tax and/or interest	2665270.00	2015-16	Appellate Authorities

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to financial institutions, government and banks.
- (ix) The Company did not raise any moneys by way of initial public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were raised.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees have been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals managed by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the CARO 2016 Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors, associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **A.K. KHABYA & CO.**
Chartered Accountants
Firm Reg. No. 001994C

Sd/-

CA. M.N.G. PILLAI

Partner.

Membership No. 074051

Place : Bhopal

Date : 29th May, 2017

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Refer to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("The Act")

We have audited the internal financial controls over financial reporting of STAR DELTA TRANSFORMERS LIMITED ("the Company"), as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Financial Controls

The Company's management is responsible establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conducts of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on Audit of internal financial controls over financial reporting (the "Guidance note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial reporting controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exist, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depends on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. The Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection

of unauthorized acquisition, use, or deposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial control over financial reporting issued by the Institute of Chartered Accountants of India.

For **A.K. KHABYA & CO.**
Chartered Accountants
Firm Reg. No. 001994C

Place : Bhopal
Date : 29th May, 2017

Sd/-
CA. M.N.G. PILLAI
Partner.
Membership No. 074051

STAR DELTA TRANSFORMERS LIMITED

92-A, Industrial Area, Govindpura, Bhopal

BALANCE SHEET AS AT 31st March, 2017

Particulars	NOTES	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
EQUITY AND LIABILITIES					
Amount in Rs.					
Shareholders' Funds					
Share Capital	1	30002000.00		30002000.00	
Reserves And Surplus	2	362433882.62	392435882.62	330273707.04	360275707.04
Share Application Money Pending Allotment			—		—
Non-Current Liabilities					
Long Term Borrowings	3	24033728.27		28417094.00	
Deferred Tax Liabilities (net)	4	14700000.00	38733728.27	15600000.00	44017094.00
Current Liabilities					
Short Term Borrowings	5	20210545.85		29243456.03	
Trade Payables	6	14178490.00		13450723.00	
Other Current Liabilities	7	19983866.50		22223879.47	
Short Term Provisions	8	6254404.40	60627306.75	3174913.39	68092971.89
TOTAL			491796917.64		472385772.93
ASSETS					
Non-Current Assets					
Fixed Assets	9				
Tangible Assets		81257681.84		88978019.84	
Intangible Assets		0.00		0.00	
Capital Work in Progress		0.00		0.00	
Intangible Assets Under Development		0.00	81257681.84	0.00	88978019.84
Non-Current Investment		0.00		0.00	
Long Term Loans And Advances		0.00	0.00	0.00	0.00
Current Assets					
Current Investments		0.00		0.00	
Inventories	10	71205843.00		102451015.00	
Trade Receivables	11	241686147.00		216677680.34	
Cash And Bank Balances	12	69330387.29		34886261.75	
Short Term Loans Advances	13	27908192.51		28495867.00	
Other Currents Assets	14	408666.00	410539235.80	896929.00	383407753.09
TOTAL			491796917.64		472385772.93
			0.00		0.00
Significant Accounting Policies	A to O				
Notes On Financial Statements	1 to 30				

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
KISHORE GUPTA
MANAGING DIRECTOR
DIN-00014205
Place : Bhopal
Date : 29th May, 2017

Sd/-
RAKESH GUPTA
CFO & DIRECTOR
DIN-00014139

Sd/-
SHWETA AGARWAL
COMPANY SECRETARY
ACS39310

Sd/-
A.K. KHABYA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 001994C
M.N.G. PILLAI
Partner
Membership No. 074051

STAR DELTA TRANSFORMERS LIMITED

92-A, Industrial Area, Govindpura, Bhopal

STATEMENT OF PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	NOTES	For the year ended on 31st March, 2017	For the year ended on 31st March, 2016
INCOME		Amount in Rs.	
Revenue From Operations	15	632054415.00	766372418.00
Other Income	16	16022202.40	21543158.08
Total Revenue		648076617.40	787915576.08
EXPENDITURE			
Cost Of Materials Consumed	17	451454919.00	540577154.00
Purchases of Stock In Trade		—	—
Changes In Inventories Of Finished Goods, Work-In-Progress and Stock In-Trade	18	14529310.00	33025631.00
Employee Benefits Expenses	19	16993616.00	16956430.00
Finance Costs	20	9477454.91	12182133.76
Depreciation And Amortisations Expenses	21	7886658.00	7834473.00
Other Expenses	22	97895227.30	129175365.22
Total Expenses		598237185.21	739751186.98
Profit Before Extra Ordinary Items and Tax Exceptional Item (Income)		49839432.19	48164389.10
Income From Previous year	23	0.00	0.00
Tax Expenses			
Current Tax expense for current year		17500000.00	15800000.00
Current Tax expense relating to prior years		1079256.61	(480870.00)
Net Current tax expense		18579256.61	15319130.00
Deferred Tax Provision Written Off		0.00	0.00
Deferred tax		(900000.00)	1200000.00
Profit For The Year		32160175.58	31645259.10
Earnings Per Equity Shares Of Face Value Of 10 each Basic and Diluted	25	10.72	10.55
Significant Accounting Policies	A to O		
Notes On Financial statements	1 to 30		

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
KISHORE GUPTA
MANAGING DIRECTOR
DIN-00014205
Place : Bhopal
Date : 29th May, 2017

Sd/-
RAKESH GUPTA
CFO & DIRECTOR
DIN-00014139

Sd/-
SHWETA AGARWAL
COMPANY SECRETARY
ACS39310

As per out Report even date
Sd/-
A.K. KHABYA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 001994C
M.N.G. PILLAI
Partner
Membersip No. 074051

STAR DELTA TRANSFORMERS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2017

Description	Amount in Rs.	
	For the year ended on 31st March, 2017	For the year ended on 31st March, 2016
CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax & extra-ordinary items		
Adjustments for :	49839432.19	48164389.10
Depreciation and amortisation	7886658.00	7834473.00
(Profit)/Loss on sale/ write off of assets	0.00	(4000.00)
Finance Costs	9477454.91	12182133.76
Provisions	0.00	0.00
Interest Income	(7289981.43)	(7282015.90)
Dividend Income	0.00	0.00
Liabilities / provisions no longer required written/back	0.00	0.00
Operating Profit before Working Capital Changes	<u>10074131.48</u>	<u>12730590.86</u>
Changes in Working Capital:	59913563.67	60894979.96
Adjustments for (increase)/ decrease in operating assets:		
Inventories	31245172.00	28710216.00
Trade receivables	(25008466.66)	(61189855.34)
Short-term Loans and advances	587674.49	(6969065.00)
Long term loans and advances	0.00	0.00
Other Current Assets	488263.00	665776.00
Other Non-Current Assets	0.00	0.00
	<u>7312642.83</u>	<u>(38782928.34)</u>
Adjustments for increase/ (decrease) in operating Liabilities:		
Trade Payables	727767.00	(8832650.00)
Other Current Liabilities	(2240012.97)	(32944358.69)
Other Long Term Liabilities	0.00	0.00
Short Term Provisions	3079491.01	(930571.61)
Long Term Provisions	0.00	0.00
	1567245.04	(42707580.30)
Cash Generated from Operations before Tax & Extraordinary Item	68793451.54	(20595528.68)
Extraordinary Item		
Previous year income		(20595528.68)
Cash Generated from Operations before Tax		<u>(20595528.68)</u>
Net Income Tax (paid) / refunds	18579256.61	15319130.00
NET CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES [A]	50214194.93	(35914658.68)

CASH FLOWS FROM INVESTMENT ACTIVITIES

Capital Expenditure on Fixed Assets	(166320.00)		(5892358.00)	
Capital work in progress	0.00		0.00	
Sale of Fixed Assets	0.00		5000.00	
Interest Received	7289981.43		7282015.90	
NET CASH FROM/(USED IN) INVESTING ACTIVITIES [B]	0.00	7123661.43	0.00	1394657.90
		7123661.43		1394657.90

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from issue of Share Capital	0.00		0.00	
Security Premium received	0.00		0.00	
Proceeds from Long-term borrowings	0.00		2032091.34	
Repayment of Long Term Borrowings	(4383365.73)		0.00	
Net Increase/(Decrease) in Working Capital borrowings	(9032910.18)		29242834.03	
Proceeds from Other Short Term Borrowings	0.00		0.00	
Repayment of Other Short Term Borrowings	0.00		0.00	
Finance Cost	(9477454.91)		(12182133.76)	
Dividends Paid	0.00		0.00	
Tax on Dividend	0.00		0.00	
NET CASH FROM/(USED IN) FINANCING ACTIVITIES [C]		(22893730.82)		19092791.61
		(22893730.82)		19092791.61
Net Increase/(decrease) in cash and cash equivalents (A + B + C)		34444125.54		(15427209.17)
Cash and cash equivalents at the beginning of the year		34886261.75		50313470.92
Cash and cash equivalents at the end of the year*		69330387.29		34886261.75

*Comprises 0.00 (0.00)

a) Cash on hand	1562848.00	3151707.00
b) Cheques, drafts on hand	14461.00	2898484.00
c) Balance with Banks:		
(i) In current Assets	579786.29	907403.75
(ii) In deposit accounts with original maturity of less than 3 months		
(iii) Others	67173292.00	27928667.00

**For STAR DELTA
TRANSFORMATION LIMITED**

Sd/-
KISHORE GUPTA
MANAGING DIRECTOR
DIN-00014205

Sd/-
RAKESH GUPTA
CFO & DIRECTOR
DIN-00014139

Sd/-
SHWETA AGARWAL
COMPANY SECRETARY
ACS39310

As per our Report even date

Sd/-
A.K. KHABYA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No. 001994C
M.N.G. PILLAI
Partner
Membersip No. 074051

Place : Bhopal
Date : 29th May, 2017

STAR DELTA TRANSFORMERS LIMITED

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements have been prepared as of a going concern on historical cost convention and on accrual method of accounting in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the company.

B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates, if any, are recognised in the period in which the results are known/materialized.

C. Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production/ upto the date the asset is put to use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalised.

D. Intangible Assets

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/depletion. All costs, including costs till commencement of commercial production net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalised.

E. Depreciation and Amortisation

Depreciation on fixed assets has been provided on SLM in the manner provided in schedule II of The Companies Act, 2013.

F. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

G. Foreign Currency Transactions

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (b) Monetary items denominated in foreign currencies at the year end are restated at the year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- (c) Non monetary foreign currency items are carried at cost.
- (d) Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

H. Investment

Current investment are carried at cost . Long Term investments are stated at cost. Provision for diminution in the value of investments is made only if such a decline is other than temporary.

I. Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and costs including manufacturing

overheads incurred in bringing them to their respective present location and condition. Scrap material is valued at net realisable value.

J. Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes sale of goods, services, sales tax, service tax and excise duty adjusted for discount (net) and Value Added Tax (VAT). Dividend income is recognised when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable or as certified by financial institution.

For construction contracts revenue is recognised on percentage completion method based on the percentage of actual cost incurred upto the reporting date to the total estimated cost of the contract. Income from erection, commissioning and other project management services is recognised on work done based on percentage of completion method.

K. Employee Benefits

- (i) Short-term employee benefits are recognised as an expenses at the undiscounted amount in the profit and loss account in the year in which the related service is rendered and as per the policy consistently followed by the Company.
- (ii) The gratuity liability in respect of employees of the company has been covered through LIC policy, the annual premium paid/ payable for such policy is accounted for as a revenue expenditure.

L. Claims by/against the Company

- (i) Claims for liquidated damages against the Company are recognised in accounts based on management's assessment of the probable outcomes with reference to the available information supplemented by experience of similar transactions.
- (ii) Claims for export incentives/duty drawbacks/duty refunds and insurance claims etc., if any, are taken into account on accrual basis.
- (iii) Amounts due in respect of price escalation claims and/or variation in contract work are recognised as revenue only when there are conditions in the contracts for such claims or variations and/or evidence of the acceptability of the same from customers. However, escalation is restricted to intrinsic value.

M. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to profit and loss account.

N. Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that is a virtual certainty that the asset will be realised in future.

O. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Place : Bhopal	Sd/- KISHORE GUPTA	Sd/- RAKESH GUPTA	Sd/- SHWETA AGARWAL
Date : 29 th May, 2017	MANAGING DIRECTOR DIN-00014205	EXECUTIVE DIRECTOR DIN-00014139	COMPANY SECRETARY ACS39310

STAR DELTA TRANSFORMERS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1 SHARE CAPITAL	(Amount in Rs.)			
	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
Authorised Share Capital: 3125000 equity shares of Rs.10/- each 50000 Preference Shares of Rs.10/- each	31250000.00		31250000.00	
	500000.00		500000.00	
		31750000.00		31750000.00
Issued, Subscribed and Paid up: 3000200 Equity Share of Rs.10/- each fully paid up	30002000.00		30002000.00	
		30002000.00		30002000.00
1.1 The details of Shareholders holding more than 5% shares:				
	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
Name of Shareholder	No. of shares	% held	No. of shares	% held
MR. KISHORE GUPTA	583500.00	19.45	583500.00	19.45
MR. RAKESH GUPTA	562100.00	18.73	562100.00	18.73
MRS. ARCHANA GUPTA	268300.00	8.94	268300.00	8.94
MRS. MANJU GUPTA	241500.00	8.05	241500.00	8.05
MR. MAYANK GUPTA	428300.00	14.28	428300.00	14.28
1.2 The reconciliation of the number of shares outstanding is set out below:				
Particulars	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
	No. of shares		No. of shares	
Equity Shares at the beginning of the year	3000200.00		3000200.00	
Equity Shares at the end of the year	3000200.00		3000200.00	
2 RESERVES AND SURPLUS				
	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
Capital Redemption Reserve As per last Balance Sheet	200000.00		200000.00	
TOTAL		200000.00		200000.00
Securities Premium Account As per last Balance Sheet	5712000.00		5712000.00	
TOTAL		5712000.00		5712000.00

Capital Reserve A/c				
As Per last balance sheet	1031000.00		1031000.00	
TOTAL		1031000.00		1031000.00
General Reserve				
As per last Balance Sheet	290000000.00		285000000.00	
<i>Add:</i> Transferred from Profit and Loss Account	0.00		5000000.00	
TOTAL		290000000.00		290000000.00
Profit and Loss Account				
As per last Balance Sheet	33330707.04		6685447.94	
<i>Add:</i> Profit for the year	32160175.58		31645259.10	
	65490882.62		38330707.04	
<i>Less:</i> Appropriations				
Transferred to General Reserve	0.00		5000000.00	
Dividend	0.00		0.00	
Tax on Dividend	0.00	65490882.62	0.00	33330707.04
TOTAL		362433882.62		330273707.04
3 LONG TERM BORROWINGS	(Amount in Rs.)			
	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
	Non current	current	Non current	current
Secured	—	—	—	—
From Bank				
HDFC Car loan A/c	0.00	0.00	0.00	0.00
SBI Car Loan A/c	4229911.00		4723353.00	
(Against hypothecation of car)				
State Bank of India Term Loan A/c	0.00	0.00	0.00	0.00
HDFC Bank Term Loan A/c	19803817.27	0.00	23693741.00	0.00
	24033728.27	0.00	28417094.00	0.00
Unsecured	—	—	—	—
TOTAL	24033728.27	0.00	28417094.00	0.00
3.1	Term Loan from State Bank of India is Secured by First charge on the entire fixed assets of the Company including Land and Buildings situated at S.No.13/2/2 Village Gagorni, District Rajgarh.			
3.2	Car Loan from HDFC Bank is secured by hypothecation of the Car purchased.			
4 DEFERRED TAX LIABILITY(Net)				
	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
Deferred Tax Liability				
Related to Fixed Assets		15600000.00		14400000.00
Deferred Tax Assets		(900000.00)		1200000.00
TOTAL		14700000.00		15600000.00

5 SHORTTERM BORROWINGS				
	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
Secured				
working Capital Loans				
From Banks				
HDFC Bank CC A/c		20210545.85		29243456.03
State Bank of India SLC A/c		0.00		0.00
LIC of India Bhopal		0.00		0.00
Unsecured				
Other Loans And Advances				
Loans Repayable on demand from other parties				
Loans and advances from Related Parties				
ARK Transformers Private Limited	0.00	0.00	0.00	0.00
TOTAL		20210545.85		29243456.03

5.1 Working Capital loan is secured by first charge over entire current assets of the Company and by first mortgage/ charge on immovable properties situated at 92-A, Industrial Area, Govindpura, Bhopal. All credit facilities from State Bank of India including Term Loan as per Note 3 above is collaterally secured by Equitable Mortgage of house property at E-1/207 owned by Shri Kishore Gupta and Shri Rakesh Gupta, both directors of the Company also by their personal guarantee.

6 TRADE PAYABLES			(Amount in Rs.)	
	31st MARCH, 2017		31st MARCH, 2016	
Micro Small And Medium Enterprises	9250190.00		8932690.00	
Others	4928300.00		4518033.00	
TOTAL	14178490.00		13450723.00	

6.1 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March, 2017 Rs.		As at 31 March, 2016 Rs.	
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year		9250190.00		8932690.00
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year		—		—
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day		—		—
(iv) The amount of interest due and payable for the year		—		—

(v) The amount of interest accrued and remaining unpaid at the end of the accounting year		—		—
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid		—		—

6.2 The details of amounts outstanding to Micro, Small and Medium Enterprises determined to the extent such Parties have been identified based on available information collected by the Management. This has been relied upon by the Auditors.

6.3 Others:

Creditors for Supplies (Over Six Months)	3018656.00		8932690.00	
Creditors for Supplies (Others)	6231534.00		0.00	
Creditors for Expenses	2663721.00		2354846.00	
Outstanding Expenses	2264579.00	14178490.00	2163187.00	13450723.00

7 OTHER CURRENT LIABILITIES

	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
Interest accrued but not due on borrowings		—		—
Unclaimed Dividend #		145940.50		155878.50
Creditors for Capital Goods		—		—
Advance Received against Court Order		2114830.00		2114830.00
Other Payables *		17723096.00		19953170.97
TOTAL		19983866.50		22223879.47

*Includes Statutory dues, Security deposits & Advance from customers.

8 SHORT TERM PROVISIONS

	AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016	
Provision for Superannuation/Gratuity/Leave Encashment		0.00		0.00
Provision for Income Tax (Net of Advance Tax & TDS)		6254404.40		3174913.39
Proposed Dividend		0.00		
Tax on dividend		0.00		
TOTAL		6254404.40		3174913.39

10 INVENTORIES					(Amount in Rs.)				
		AS AT 31st MARCH, 2017			AS AT 31st MARCH, 2016				
Raw Materials			15196778.00			31912640.00			
Goods In Progress			49586560.00			38812550.00			
Finished Goods			964705.00			4016205.00			
Scrap Material			2924800.00			18844120.00			
Solar Power Stock			2533000.00			8865500.00			
			71205843.00			102451015.00			
LESS: Cenvat on Stock Utilised			0.00			0.00			
TOTAL			71205843.00			102451015.00			
11 TRADE RECEIVABLES									
(Unsecured and Considered Good)		AS AT 31st MARCH, 2017			AS AT 31st MARCH, 2016				
Over Six Months			2450997.00			5370165.00			
Others			239235150.00			211307515.34			
TOTAL			241686147.00			216677680.34			
12 CASH AND BANK BALANCES									
		AS AT 31st MARCH, 2017			AS AT 31st MARCH, 2016				
Cash in Hand		1693840.00			2475034.00				
Cash in Imprest		(130992.00)	1562848.00		676673.00	3151707.00			
Cheques in hand			14461.00			2898484.00			
Balance with scheduled Banks									
(i) In Current Accounts		579786.29				907403.75			
(ii) In Deposit Accounts		32833794.00				0.00			
(iii) In Earmarked Accounts:									
- Unpaid Dividend Account		147492.00				164210.00			
- Balances held as Margin Money or Security against Borrowings, Guarantees, and Other Commitments #		34166022.50				27737211.00			
- SBI SDT Employees Gratuity Account		25983.50	67753078.29			27246.00			
TOTAL			69330387.29			34886261.75			
#Fixed Deposits with banks held as Margin Money amounting to Rs. 34166022.5/- (Previous year Rs. 277033417/-) with maturity more than 12 months.									
13 SHORTTERM LOANS AND ADVANCES									
(Unsecured and Considered Good)		AS AT 31st MARCH, 2017			AS AT 31st MARCH, 2016				
Advance To Suppliers		9590470.00			8934623.00				

2016-2017

Advance for Services/Testing	444889.50	10035359.50	1483206.50	10417829.50
Security Deposits		3497085.00		3048132.00
Loans and Advances to Employees		596223.00		336493.00
Chirayu Charitable Foundation, Bhopal		2500000.00		4247602.00
Balance with Customs, Central Excise & Income Tax Authorities		8826668.00		5634555.00
Prepaid Expense		2452857.01		4811255.50
TOTAL		27908192.51		28495867.00
14 OTHER CURRENT ASSETS				
		AS AT 31st MARCH, 2017		AS AT 31st MARCH, 2016
Interest Accrued on Deposits		408666.00		896929.00
TOTAL		408666.00		896929.00
15 REVENUE FROM OPERATIONS		2016-17		2015-16
Sale of Products		466531383.00		675170372.00
Sales of Solar Power		5982893.00		6225610.00
Income from Services		190657855.00		136740519.00
Other operating revenues		5118314.00		4370131.00
		668290445.00		822506632.00
Less: Excise Duty /Service Tax		36236030.00		56134214.00
TOTAL		632054415.00		766372418.00
15.1 PARTICULARS OF SALE OF PRODUCTS		2016-17		2015-16
Transformers		466531383.00		675170372.00
TOTAL		466531383.00		675170372.00
15.2 PARTICULARS OF SALE OF POWER		2016-17		2015-16
Sales Solar Power		5982893.00		6225610.00
TOTAL		5982893.00		6225610.00
15.3 PARTICULARS OF INCOME FROM SERVICES		2016-17		2015-16
Sales Composition Project (ADB)		183423141.00		129610445.00
Repair and Maintenance Charges Received		210500.00		52000.00
Sales (Import Transfer)		0.00		0.00
Erection & Commissioning charges		60465.00		4386.00
Freight		4781000.00		4494625.00
Business Auxiliary services		2009749.00		784063.00
Testing charges		173000.00		1795000.00
		190657855.00		136740519.00
15.4 PARTICULARS OF OTHER OPERATING REVENUES		2016-17		2015-16
Sale of scrap		5118314.00		4370131.00
		5118314.00		4370131.00
16 OTHER INCOME		2016-17		2015-16
Interest		7289981.43		7282015.90
From Others		7289981.43		7282015.90

Dividend		0.00		0.00
Net gain on sale of Investments		0.00		0.00
Other non Operating Incomes*		8732220.97		14261142.18
		8732220.97		14261142.18
TOTAL		16022202.40		21543158.08
* Net of expenses directly attributable to such income				
16.1 PARTICULARS OF OTHER NON OPERATING INCOMES	2016-17		2015-16	
Director's Keyman Insurance Policy		0.00		14250000.00
Late Delivery Damages		8715883.00		0.00
Profit on Sales on Vehicle		0.00		4000.00
Misc. Balances written off		16337.97		7142.18
TOTAL		8732220.97		14261142.18
17 COST OF MATERIAL CONSUMED	(Amount in Rs.)			
	2016-17		2015-16	
Opening Stock		31912640.00		27597225.00
Add: Purchases		483470492.00		608047925.00
		515383132.00		635645150.00
Less : Cenvat & VAT Consumed		48731435.00		63155356.00
		466651697.00		572489794.00
Less: Closing stock		15196778.00		31912640.00
TOTAL		451454919.00		540577154.00
18 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE Inventories at the end of the year	2016-17		2015-16	
Finished goods		964705.00		4016205.00
Work-in-progress		49586560.00		38812550.00
Scrap		2924800.00		18844120.00
Solar Power		2533000.00		8865500.00
		56009065.00		70538375.00
Inventories at the beginning of the year				
Finished goods		4016205.00		696205.00
Work-in-progress		53812550.00		74873889.00
Scrap		3844120.00		19128412.00
Solar Power		8865500.00		8865500.00
		70538375.00		103564006.00
		14529310.00		33025631.00
19 EMPLOYEE BENEFITS EXPENSES	2016-17		2015-16	
Salaries and Wages		15717382.00		15633531.00
Contribution to Provident and Other Funds		500017.00		614166.00
Staff Welfare Expenses		776217.00		708733.00
TOTAL		16993616.00		16956430.00

20 FINANCE COSTS	2016-17		2015-16	
(a) INTEREST EXPENSES ON:				
Borrowings (Bank)		3420405.27		6187993.31
Other Borrowings		432365.00		41921.00
(b) Bank Charges		5624684.64		5952219.45
TOTAL		9477454.91		12182133.76
21 DEPRICIATION AND AMORTISATION EXPENSES	2016-17		2015-16	
Depriciation and Amortisation		7886658.00		7834473.00
TOTAL		7886658.00		7834473.00
22 OTHER EXPENSES	2016-17		2015-16	
Manufacturing Expenses:				
Carriage inward	5743068.00		8163055.00	
Consumption of tools	329562.00		409440.00	
Entry tax	1365377.00		1971843.00	
Power & Fuel Charges	4284765.00		4695447.00	
Job Work	26810114.00		32607097.00	
Labour Charges	1461490.00		1593603.00	
Machinery maintenance	1608171.00		973559.00	
T'mer repair under guarantee	77675.00		167200.00	
Testing Expenses	3968360.00	45648582.00	2364664.00	52945908.00
Selling & Distribution Expenses:				
VAT	26586066.00		37273962.00	
Consumption of Packing material	105447.00		881050.00	
Commission on sales	0.00		0.00	
Carriage outward	6589810.00		4634901.00	
Service Tax on Carriage Outward	236588.00		182128.00	
Advertisement & Publicity	153786.00		87836.00	
Tender Expenses	554784.01		10060.45	
Cess expenses	0.00		0.00	
Municipal taxes (Niryat Kar)	0.00		0.00	
Late Delivery Expenses	0.00		12525125.00	
Godown Rent	345000.00		378940.00	
Entertainment Expenses	147380.96	34718861.97	198026.00	56262028.45
<u>Administrative Expenses</u>				
Building Maintenance	196487.00		171212.00	
Computer maintenance	110503.00		135008.00	
Electrical maintenance	367304.00		272861.00	
VAT FY 2014-15	2003.00		0.00	
Entry Tax After Assessment F.Y. 2012-13	0.00		100.00	
Entry Tax After Assessment F.Y. 2014-15	20666.00		0.00	
CST 2012-13 After Assessment	45820.00		76362.00	
CST FY 2014-15	140532.00		0.00	
Furniture maintenance	41991.00		1527.00	
Office Equipment maintenance	82805.00		64158.00	
Vehicle maintenance	182073.00		398876.00	

Conveyance Expenses	908720.00		969673.00	
Books & periodicals	2744.00		1435.00	
Bad Debts	0.00		6198114.00	
Insurance	388622.00		594918.00	
Labour Welfare Cess Expenses (ADB Project)	1381177.00		1308093.00	
Legal expenses	0.00		0.00	
Listing fee	201000.00		250800.00	
Lease Rent	0.00		0.00	
Professional charges	1521896.00		1158260.14	
Professional tax	2500.00		2500.00	
Rates, Fees & Taxes	2708232.10		988710.63	
Directors Sitting Fees	15000.00		18000.00	
Payment to Auditors*	93349.00		93275.00	
Postage & Telegraph	130157.00		120908.00	
Stationary & Printing	454539.00		415457.00	
Subscription	148865.00		173750.00	
Sundry Expenses	1723997.00		1303265.00	
Swachh Bharat Cess	8521.00		6927.00	
Krishi Kalyan Cess Collection	6427.00		0.00	
Telephone expenses	447480.35		396395.00	
Travelling expenses	3906121.88		2714232.00	
Vehicle running expenses	2188251.00		1965919.00	
Factory Licence Fee	0.00		61693.00	
CSR Expenses	100000.00		100000.00	
Water Charges	0.00		0.00	
Donation	0.00	17527783.33	5000.00	19967428.77
TOTAL		97895227.30		129175365.22
* PAYMENT TO AUDITORS AS:		2016-17		2015-16
Audit Fee		57500.00		57250.00
Tax Audit Fee		17250.00		17175.00
Other Service charges		18599.00		18850.00
TOTAL		93349.00		93275.00
23 EXCEPTIONAL ITEMS :				
Previous Year Income		0.00		0.00
24 ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS				
		2016-17		2015-16
24.1 DETAILS OF FIXED ASSETS HELD FOR SALE		NIL		NIL
24.2 VALUE OF IMPORTS CALCULATED ON CIF BASIS				
Raw Materials & Components		0.00		51605831.00
Spares Parts		NIL		NIL
Capital Goods		NIL		NIL

24.3 DETAILS OF CONSUMPTION OF IMPORTED & INDIGENOUS ITEMS	2016-17		2015-16	
	Rs.	% OF CONSUMPTION	Rs.	% OF CONSUMPTION
A. Imported:				
Raw material & Components	0.00	0.00	51605831.00	9.55
Spare Parts	0.00	0.00	0.00	0.00
TOTAL (A)	0.00		51605831.00	
B. INDIGENOUS:				
Raw material & Components	451454919.00	100.00	488971323.00	90.45
Spare Parts	0.00	0.00	0.00	0.00
TOTAL (B)	451454919.00		488971323.00	
TOTAL CONSUMPTION (A+B)	451454919.00		540577154.00	
	2016-17		2015-16	
24.4 EXPENDITURE IN FOREIGN CURRENCY:		NIL		51605831.00
24.5 EARNING IN FOREIGN EXCHANGE		NIL		NIL
25 EARNING PER SHARE (EPS)	2016-17		2015-16	
i) Net Profit after tax as per Statement of profit and loss attributable to equity shareholder		32160175.58		31645259.10
ii) Weighted Average number of equity shares used as denomination for calculating EPS		3000200.00		3000200.00
iii) Basic and diluted earning per share (°)		10.72		10.55
iv) Face value per equity share(°)		10.00		10.00
	2016-17		2015-16	
26 AMOUNT REMITTED IN FOREIGN CURRENCY DURING THE YEAR ON ACCOUNT OF DIVIDEND		NIL		NIL

27 As per accounting standard 17 (AS17) on Segment Reporting, segment information should be provided for reportable segment where the segment revenue constitutes more than 10% of total revenue. The company operates in two segments viz. manufacturing of transformers and generation of power from Solar Plant. However the revenue from Solar Power generation is less than 10% of total revenue hence not separately disclosed under "Segment reporting".

28 The previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current year presentation.

29 DISCLOSURE ON SPECIFIED BANK NOTES:

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA Notification, GSR 308(E), dated 31st March, 2017. The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination-wise SBNs and other Notes as per the notification are as follows :-

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1450000	280868	1730868
(+) Permitted receipts	0	584000	584000
(-) Permitted Payments	0	624177	624177
(-) Amount deposited in Banks	1450000	0	1450000
Closing cash in hand as on 30.12.2016	0	240691	240691

For the purposes of this Clause the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance Department of Economic Affairs vide Number S.O.3407(E) dated 8th November, 2016.

30 RELATED PARTY TRANSACTIONS :

Name of Related Parties	Relationship	Salary	Dividend	Business Transaction	Interest	Unsecured Loan taken	Total Transaction	Outstanding as on 31/03/2017
M/s Bhopal Wires Pvt. Ltd.	Associate	0	0	6420467	0	0	6420467	0
M/s Neha industries	Associate	0	0	56704908	0	0	56704908	0
Shri Kishore Gupta	Key Management Personal	1742400		0	0	0	1742400	0
Shri Rakesh Gupta	Key Management Personal	1161600		0	0	0	1161600	0
Shri Mayank Gupta	Key Management Personal	871200		0	0	0	871200	0

30 CONTINGENT LIABILITIES AND COMMITMENTS

**As at
31st March, 2017** **As at
31st March, 2016**

(i) Contingent Liabilities		
(A) Claims against the company not acknowledged as debts	NIL	NIL
(B) Guarantees		
(i) guarantees to banks and financial institutions against credit facilities extended to third parties	NIL	NIL
(ii) Performance Guarantees		
(a) In respect of joint ventures	NIL	NIL
(b) In respect of others	2581.97 Lacs	1713.25 Lacs
(iii) Outstanding guarantees furnished to Banks and financial institution including in respect of letters of credits		
(a) In respect of joint ventures	NIL	NIL
(b) In respect of others	NIL	NIL
(C) Others Money for which the company is contingently liable		
(i) Liability in respect of bills discounted with banks (Including third party bills discounting)	NIL	NIL
(II) Commitments		
(A) Estimated amount of contracts remaining to be executed on capital account and not provided for:		
Tangible assets	NIL	NIL
Intangible assets	NIL	NIL
(B) Uncalled Liability on shares and other investments partly paid	NIL	NIL
(C) Others commitments		

Sd/-
KISHORE GUPTA
MANAGING DIRECTOR
DIN-00014205

Sd/-
RAKESH GUPTA
EXECUTIVE DIRECTOR
DIN-00014139

Sd/-
SHWETA AGARWAL
COMPANY SECRETARY
ACS39310

Place : Bhopal
Date : 29th May, 2017

STAR DELTA TRANSFORMERS LIMITED

CIN: L31102MP1977PLC001393



Registered Office: 92-A Govindpura Industrial Area Bhopal-462023

Email Id: star.delta@rediffmail.com

Website: www.stardeltatransformers.com

Phone: +91-755-2586680, 4261016 **Fax:** +91-755- 2580059

ATTENDANCE SLIP

(To be presented at the entrance)

41st ANNUAL GENERAL MEETING ON THURSDAY, SEPTEMBER 28, 2017 AT 11:30 A.M.
at 92-A Govindpura Industrial Area Bhopal-462023

Reg. Folio No./DP Id No./Client Id No.: _____

Name & Address : _____

Name(s) of Joint Member(s),if any : _____

No. of Shares held _____

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the forty first Annual General Meeting of the Company on Thursday, september 28, 2017 at 11:30 a.m.at 92-A Govindpura Industrial Area Bhopal-462023

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
2. Shareholder/proxyholder shall bring his/her copy of the Annual report for the reference at the meeting.

Tear off

STAR DELTA TRANSFORMERS LIMITED

CIN: L31102MP1977PLC001393

Registered Office: 92-A, Industrial Area, Govindpura, Bhopal - 462023 (INDIA)

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STAR DELTA TRANSFORMERS LTD.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L31102MP1977PLC001393

Name of the company: **Star Delta Transformers Limited**

Registered office: 92-A, Industrial Area, Govindpura, Bhopal - 462023 (INDIA)

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member(s) holding shares of the above named company, hereby appoint

- | | | |
|----|--------------|---------------------------------|
| 1. | Name : | E-mail Id: |
| | Address: | Signature:....., or failing him |
| 2. | Name : | E-mail Id: |
| | Address : | Signature:....., or failing him |
| 3. | Name : | E-mail Id: |
| | Address : | Signature:..... |

as my/our proxy to attend and vote for me/us and on my/our behalf at the Forty First Annual general meeting of the company, to be held on the Thursday, 28th September 2017 at 11:30 a.m. at 92-A, Industrial Area, Govindpura, Bhopal - 462023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution:

- To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2017, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2017 along with the reports of the Board of Directors and Auditors thereon
- Reappointment of Mr. Rakesh Gupta [DIN: 00014139], who retires by rotation
- To appoint M/s. S.L. Khabya & Co, Chartered Accountants, the Statutory Auditors of the Company

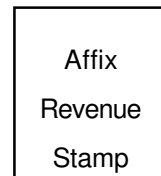
Special Resolution:

- To ratify the remuneration of the Cost Auditors

Signed this..... day of..... 20....

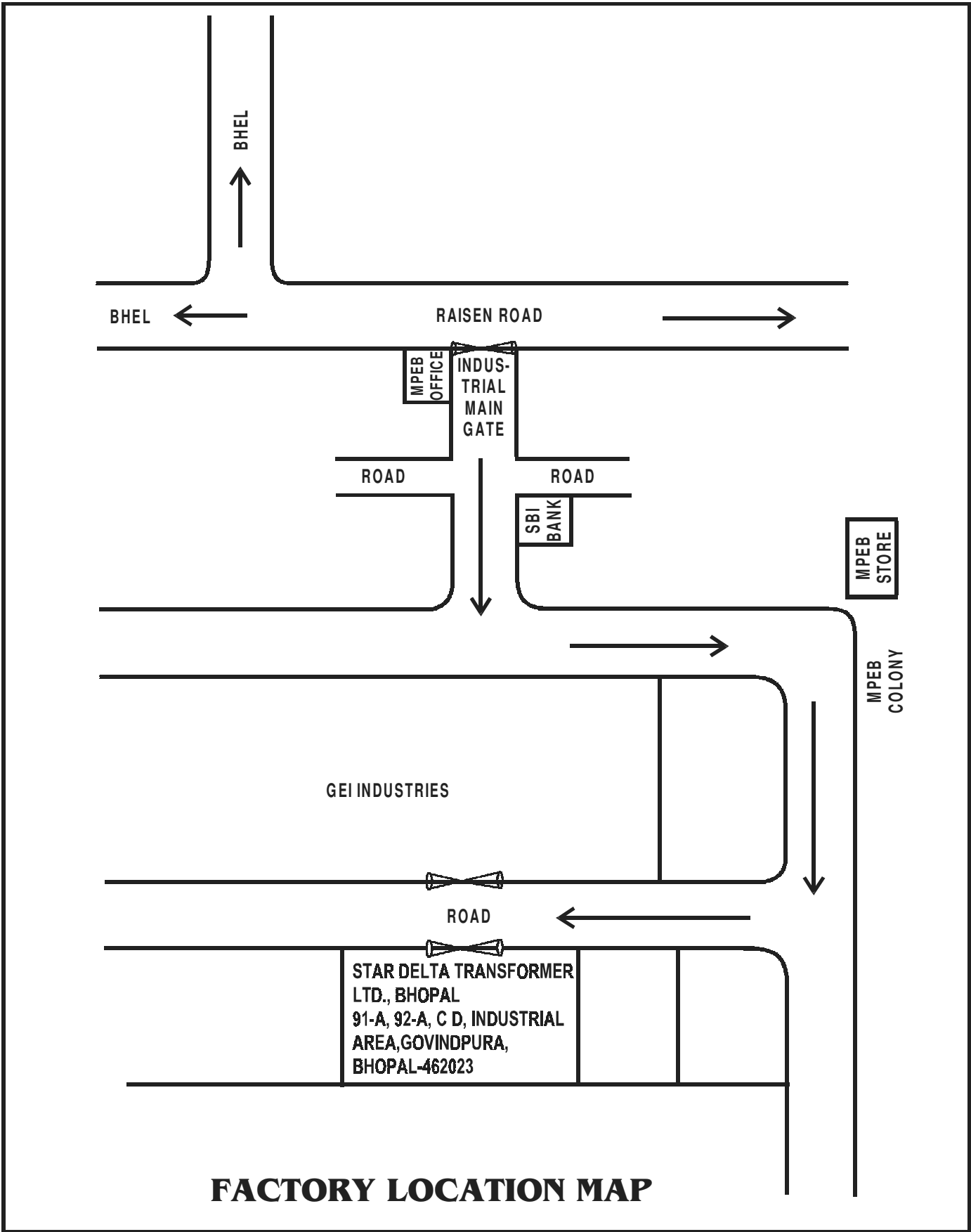
Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Tear off



FACTORY LOCATION MAP