

47th ANNUAL REPORT

2022-23



STAR DELTA TRANSFORMERS LIMITED

CIN: L31102MP1977PLC001393

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

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

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

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BOARD OF DIRECTORS	<ol style="list-style-type: none"> 1. Mr. Kishore Gupta (Chairman & Managing Director) (DIN: 00014205) 2. Mr. Rakesh Gupta (Whole Time Director & CFO) (DIN: 00014139) 3. Mr. Mayank Gupta (Executive Director) (DIN: 00244850) 4. Mrs. Shalini Mathur (Women Independent Director) (DIN: 08386168) 5. Mr. Ajay Gupta (Independent Director) (DIN: 03644871) 6. Mr. Ankur Chouksey (Independent Director) (DIN: 08703922)
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CORPORATE INFORMATION

REGISTERED OFFICE	92-A, Industrial Area, Govindpura, Bhopal-462023 (M.P) INDIA
STATUTORY AUDITORS	M/s. A.K. Khabya & Co., Chartered Accountants, Bhopal.
SECRETARIAL AUDITORS	M/s. Piyush Bindal & Associates, Company Secretaries, Bhopal
COST AUDITORS	M/s. Sanjay Kasliwal and Associates, Cost Accountants, Bhopal
COMPANY SECRETARY & COMPLIANCE OFFICER	Ms. Itisha Agarwal
AUDIT COMMITTEE	<ol style="list-style-type: none"> 1. Mr. Ajay Gupta (Chairman) 2. Mr. Rakesh Gupta (Member) 3. Mr. Ankur Chouksey (Member)
NOMINATION AND REMUNERATION COMMITTEE	<ol style="list-style-type: none"> 1. Mr. Ajay Gupta (Chairman) 2. Mrs. Shalini Mathur (Member) 3. Mr. Ankur Chouksey (Member)
STAKEHOLDERS' RELATIONSHIP COMMITTEE	<ol style="list-style-type: none"> 1. Mr. Ankur Chouksey (Chairman) 2. Mrs. Shalini Mathur (Member) 3. Mr. Rakesh Gupta (Member)
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	<ol style="list-style-type: none"> 1. Mr. Kishore Gupta (Chairman) 2. Mr. Rakesh Gupta (Member) 3. Mrs. Shalini Mathur (Member)
REGISTRAR AND SHARE TRANSFER AGENT	Link Intime India Private Limited ("Link Intime") Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083. E-mail ID: rnt.helpdesk@linkintime.co.in Phone: 1800 1020 878 Fax: 022 - 4918 6060
BANKERS	HDFC Bank

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NOTICE OF 47th (FORTY- SEVENTH) ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the 47th (Forty- Seventh) Annual General Meeting of Star Delta Transformers Limited will be held on Friday, **September 29, 2023 at 12.30 p.m.**, at the Registered office of the Company at 92 A, Industrial Area, Govindpura, Bhopal 462023 (M. P.) to transact the following business:

AS ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Standalone Financial Statements of the Company for Financial year ended March 31, 2023 together with the reports of Board of Directors and the Auditor's thereon;

To review, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year Ended March 31, 2023 together with the reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.

Item No. 2. Re-appointment of Mr. Mayank Gupta (DIN: 00244850), as a Director liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Mayank Gupta (DIN: 00244850), who retires by rotation and, being eligible, offers himself for re-appointment, as a Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Mayank Gupta (DIN: 00244850), as a Director, who shall be liable to retire by rotation."

AS SPECIAL BUSINESS

Item No. 3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2024;

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] based on the recommendation of the Audit Committee and of the Board of Directors, remuneration of ₹ 30250/- (Rupees Thirty thousand two hundred and fifty) per annum plus out of pocket expenses that may be incurred by M/s Sanjay Kasliwal and Associates, Cost Accountant, Bhopal (Firm Registration Number: 100888), the “Cost Auditors” appointed by the Board of Directors of the Company, for the Financial Year ending March 31, 2024, be and is hereby ratified and approved.”

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

Item No. 4. Re-appointment of Mrs. Shalini Mathur (DIN: 08386168) as a “Women Independent Director” of the Company for her 2nd Consecutive Term with effect from March 12th, 2024.

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

“RESOLVED THAT in pursuance of the provisions of Sections 149, 152, 160 and 161 and other applicable provision, if any, of the Companies Act 2013 (“the Act”), read with Schedule IV to the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules framed thereunder, as may be applicable, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions of Articles of Association of the Company, the tenure of Mrs. Shalini Mathur (DIN: 08386168) who was appointed as Non-Executive Women Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 11, 2019 upto March 11, 2024 (both days inclusive), is expiring on March 11, 2024 and who being eligible to be appointed as Director and has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 and on recommendation of Nomination and Remuneration committee of the Company, be and is hereby Re-appointed as a “Women Independent Director” of the Company for her 2nd Consecutive Term with effect from March 12, 2024 not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years commencing from March 12, 2024 upto March 11, 2029 (both days inclusive).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to execute and issue any letters, papers, documents and/or such other papers, as may be necessary in connection with the Re-appointment of Mrs. Shalini Mathur (DIN: 08386168) and to do all such acts, deeds matters and things as may be necessary and expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT this Resolution will come in effect from 12 March 2024.”

Item No. 5: Fixing Of Minimum Remuneration For Mr. Kishore Gupta (Din: 00014205) Managing Director Of The Company In The Event Of Inadequacy Or Absence Of Profit

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other Rules framed thereunder, as may be applicable, the applicable and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), as amended from time to time, provisions of Articles of Association of the Company and pursuant to recommendation of Nomination and Remuneration committee of the Company, the Consent of the Members of the Company be and is hereby accorded for Fixing the minimum remuneration of Mr. Kishore Gupta (Din: 00014205) as a Chairman and Managing Director of the Company for a term of 2 (Two) consecutive years commencing from March 26, 2023 upto March 25, 2025 (both days inclusive), on such terms and conditions and Terms of Remuneration as set out in this resolution and the explanatory statement annexed hereto forming part of this resolution notwithstanding if the said limits of remuneration are in excess of the limits prescribed under Sections 197, Schedule V and any other applicable provisions and Rules, if any, of the Companies Act, 2013. "

"RESOLVED FURTHER THAT notwithstanding anything contained in section 197, 198 and Schedule V of the Act or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned in the explanatory statement annexed hereto forming part of this resolution shall be paid as minimum remuneration to Mr. Kishore Gupta (DIN: 00014205), without obtaining any further approval of the members for the period commencing from March 26, 2023 upto March 25, 2025 (both days inclusive)."

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

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

Item No. 6: Fixing Of Minimum Remuneration For Mr. Rakesh Gupta (DIN: 00014139) Whole Time Director and CFO Of The Company In The Event Of Inadequacy Or Absence Of Profit

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other Rules framed thereunder, as may be applicable, the applicable and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), as amended from time to time, provisions of Articles of Association of the Company and pursuant to recommendation of Nomination and Remuneration committee of the Company, the Consent of the Members of the Company be and is hereby accorded for Fixing the minimum remuneration of Mr. Rakesh Gupta (Whole time Director & CFO)(DIN:00014139) for a term of 2 (Two) consecutive years commencing from September 29 , 2023 upto September 28 , 2025 (both days inclusive), on such terms and conditions and Terms of Remuneration as set out in this resolution and the explanatory statement annexed hereto forming part of this resolution notwithstanding if the said limits of remuneration are in excess of the limits prescribed under Sections 197, Schedule V and any other applicable provisions and Rules, if any, of the Companies Act, 2013. “

“RESOLVED FURTHER THAT notwithstanding anything contained in section 197, 198 and Schedule V of the Act or any amendment(s) or re-enactment(s) thereof or any revised/new schedule thereof, in the event of absence of profit or inadequate profits in any financial year, the salary, perquisite, benefits, allowances and performance linked bonus, if any, as mentioned in the explanatory statement annexed hereto forming part of this resolution shall be paid as minimum remuneration to Mr. Rakesh Gupta (Whole time Director & CFO)(DIN:00014139), without obtaining any further approval of the members for the period commencing from September 29 , 2023 upto September 28 , 2025 (both days inclusive).”

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

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

Item No. 7: Appointment of Shashendra Lahri (DIN: 02704101) as an “Independent Director”of the Company.

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

“RESOLVED THAT in pursuance of the provisions of Sections 149, 152, 160 and 161 and other applicable provision, if any, of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules framed thereunder, as may be applicable, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions of Articles of Association of the Company,

Mr. Shashendra Lahri (DIN: 02704101) who was appointed as an Additional Director (Non-Executive, Independent Director) of the Company with effect from August 11, 2023 and who hold office till the date of this Annual General Meeting under section 161 of the Act, and who being eligible to be appointed as Director has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, Proposing his candidature for the office of the Independent Director and on recommendation of Nomination and Remuneration committee of the Company, be and is hereby appointed as an "Independent Director" of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, commencing from August 11th 2023 to August 10th, 2028 (both days inclusive)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to execute and issue any letters, papers, documents and/or such other papers, as may be necessary in connection with the appointment of Mr. Shashendra Lahri (DIN: 02704101) and to do all such acts, deeds matters and things as may be necessary and expedient to give effect to this resolution."

Star Delta Transformers limited
CIN: L31102MP1977PLC001393
92-A, Industrial Area, Govindpura,
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Email Id: Star.delta@rediffmail.com,
Website: www.stardeltatransformers.com

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

Kishore Gupta
Chairman & Managing Director
DIN: 00014205

Place: Bhopal
Date: August 11, 2023

Notes:

1. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 7 of the accompanying Notice are annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself. The proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight (48) hours before the commencement of meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders. The holder of proxy shall prove his identity at the time of attending the Meeting.

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

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

4. Directors have not recommended any Dividend on Equity Shares for the financial year ended March 31st, 2023.

5. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment /re-appointment as Director and/or relating to remuneration of Directors is incorporated in the annexure to the notice.

6. Members/Proxies/Authorized Representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in electronic mode are requested to write the Client ID and DP ID number and those who hold shares in physical mode are requested to write their folio number in the attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

7. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

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

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

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

9. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or bank mandates to the Company/RTA.

10. Members can avail of the nomination facility by filing Form SH-13, as prescribed under section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.

11. Documents open for inspection:

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

B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office

of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and

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

D. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.

12. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

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

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

15. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.

16. Members wishing to claim dividends, which had remained unpaid are requested to contact the Registrar and Share Transfer Agents/Company. Members are requested to note that the amount of dividend which remains unclaimed for a period of 7 years from the date of such transfer will be transferred to the Investor Education and Protection Fund as per the Companies Act, 1956/ Companies Act 2013. Kindly note that the once the amount is transferred to the IEPF, **no claims shall lie against the Company.** The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 as available on www.iepf.gov.in .

17. The Register of members and the Share Transfer Books of the company will remain closed from Saturday, September 23rd, 2023 to Friday, September 29th, 2023 (both days inclusive) for the purpose of Annual General Meeting.

18. The Company's Registrar and Transfer Agents (RTA) is LINK INTIME INDIA PVT. LTD., C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai MH 400083.

19. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below, during the e-voting period.

20. The Remote E-voting period commences on Tuesday, September 26th, 2023 (9:00 am) and ends on Thursday, September 28th 2023 (5:00 pm). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote E-voting period, facility will be blocked.

21. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Friday, September 22nd, 2023 (the "Cut Off Date")** only shall be entitled to vote through **Remote E-voting** and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

22. At the venue of meeting, voting shall be done through ballot papers ("Polling Paper") and the members attending the meeting who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.

23. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.

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

25. Attendance slip, proxy form and the route map showing directions to reach the venue of the 47th AGM is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.

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

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

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

29. Registrar and Share Transfer Agent

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

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

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

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

Phone: 1800 1020 878

Fax: 02249186060

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

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

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to Special Business to be transacted at the AGM, as set out under Item Nos. 3 in this Notice of the accompanying Notice, is annexed hereto.

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

31. Transfer to investor education and provident fund:

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

During the year under review, the Company in compliance with the aforesaid provisions and the said Rules, has transferred ₹ 26989/- to Investor Education and Protection Fund ("IEPF") for the Financial Year 2014-15.

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

There is a separate section under Company's Website to disseminate all Information in relation to IEPF such as Unpaid and Unclaimed Dividend, Shares transferred or liable to be transferred, advertisement, notices etc. Details of the same can be accessed from the website of the company at <http://www.stardeltatransformers.com/iepf.php>. The Company has uploaded the Shareholder wise details of said unpaid and unclaimed amounts lying with the Company as on March 31, 2023 on the website of the Company at <https://www.stardeltatransformers.com/iepf>

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

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

Telephone No.: +91-755-2586680

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

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven)

consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

The Company in compliance with the aforesaid provisions and the said Rules has transferred 3028 (Three Thousand and Twenty Eight only) Equity Shares of the Face Value of ₹ 10/- each belonging to 13 (Thirteen) Shareholders underlying the unclaimed dividends for the Financial Year 2014-15 to Investor Education and Protection Fund (IEPF) authority.

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

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

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

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (MCA), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 47th AGM.

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

The remote e-voting period begins on Tuesday, 26 September, 2023 at 09:00 A.M. and ends on Thursday, 28 September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 21 September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21 September 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

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

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

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

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

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

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

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

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

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

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

Your User ID details are given below :

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

Password details for shareholders other than Individual shareholders are given below:
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

How to retrieve your 'initial password'?

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General Guidelines for shareholders

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

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

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

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

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

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

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

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

34. Dispatch of Notice and Annual Report through electronic means

In accordance with, the General Circular No. 10/2022 dated 28th December 2022 , Circular No. 02/2022 dated 05 May 2022 and 20/2020 dated 5th May, 2020 and General Circular No. 02/2021 dated 13th January, 2021 issued by the MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No.: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 05th January 2023 issued by the Securities and Exchange Board of India (SEBI), owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of the Board of Directors, the Auditor’s report or other documents required to be attached therewith), such statements including the Notice of the 47th AGM of the Company along with the Annual Report 2022-23, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depository Participant(s) or Company’s RTA “ M/s. Link Intime India Private Limited”.

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

a) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent of the Company, viz., M/s. Link Intime Private Limited (“Link Intime”) at Email id:- rnt.helpdesk@linkintime.co.in or Fax : 022 - 4918 6060 in case the shares are held by them in Physical form along with supporting Documents i.e. self-attested copy of the PAN Card and Aadhar Card, one additional self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Shareholder, one Utility Bill and one cancelled cheque.

b) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime co. Pvt. Ltd., Registrar and Share Transfer Agent of the Company at Email id:- rnt.helpdesk@linkintime.co.in or Fax : 022 -4918 6060.

36. Web link to access Notice of 47th AGM and Annual Report

Members may note that the Notice of the 47th AGM along with the Annual Report 2022-23 is uploaded and available electronically at the following links:

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

37. Voting Results

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

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

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

Kishore Gupta
Chairman & Managing Director
DIN: 00014205

Place: Bhopal
Date: August 11, 2023

ANNEXURE TO THE NOTICE FOR THE 47th (FORTY SEVENTH) ANNUAL GENERAL MEETING (AGM) OF STAR DELTA TRANSFORMERS LIMITED

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

Item No. 3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2024:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has appointed M/s Sanjay Kasliwal and Associates, Cost Accountant, Bhopal (Firm Registration Number.: 100888) as the "Cost Auditors" of the Company for the Financial Year ended March 31, 2024 and recommended the remuneration of ₹ 30250/- (Rupees Thirty thousand two hundred and fifty) per annum plus out of pocket expenses that may be incurred, to M/s Sanjay Kasliwal and Associates.

Pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified/confirmed by the members of the Company.

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

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

- (a) the firm is eligible for re-appointment as Cost Auditor of the Company and that they are not disqualified for appointment under the Act, the Cost and Work Accountant, 1959 (23 of 1959) and the rules or regulations made there Under;
- (b) their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act.
- (c) there are no order or proceedings pending against the firms or any of its partners relating to professional matter of conduct before the Institute of Cost Accountants of India or any Competent Authority or any Court;
- (d) they are an independent firm of Cost Accountants holding valid certificate of practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

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

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

Item No. 4. Re-appointment of Mrs. Shalini Mathur (DIN: 08386168) as a “Women Independent Director“ of the Company for his 2nd Consecutive Term with effect from March 12 ,2024.

The Board of Directors, on recommendation of the Nomination and remuneration committee, had re-appointed Mrs. Shalini Mathur (DIN: 08386168) as Non-Executive, Women Independent Director of the Company, for her 2nd Consecutive Term with effect from March 12, 2024 to hold office for a term of 5 (Five) consecutive years commencing from March 12, 2024 upto March 11, 2029 (both days inclusive) and subject to the approval of the members in this 47th Annual General Meeting, for Re-appointment as an Independent Director not liable to retire by rotation.

The Company has received the consent from Mrs. Shalini Mathur ((DIN: 08386168) as required under the provisions of Section 149(6) of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against her debaring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

In the opinion of the Board of Directors Mrs. Shalini Mathur ((DIN: 08386168) fulfills the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

Other details and terms and conditions of appointment of Mrs. Shalini Mathur (DIN: 08386168) as stipulated under Regulation 26(4) and 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure-A** to this Explanatory Statement and should be taken and read as part hereof.

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

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

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

Item No. 5: Fixing Of Minimum Remuneration For Mr. Kishore Gupta (Din: 00014205) Managing Director Of The Company In The Event Of Inadequacy Or Absence Of Profit

The chairman informed the members that in the 44th AGM of the company **Mr. Kishore Gupta, (Din: 00014205)** was reappointed as the Managing Director and Chairman for a term of 5 years commencing from March 26, 2020 upto March 25, 2025 (both days inclusive) and his tenure of minimum remuneration was fixed without obtaining any further approval of the members for the period commencing from March 26, 2020 upto March 25, 2023 (both days inclusive). Since the tenure of minimum remuneration has expired on March 25, 2023, the nomination and remuneration committee recommended to fix the minimum remuneration for the remaining term of his appointment of 2 (two) years ending on March 25 , 2025 (both days inclusive) subject to shareholders approval in the AGM . The Board on recommendation passed

the Board resolution for the same in the 52th (fifty-second) Board Meeting subject to Shareholders Approval for the same at INRs. 3,00,000/- (Rupees Three Lakh only) per Month with an increase of 10% per annum plus other perquisites for conveyance, travelling, Provident fund and medical benefits.

Except Mr. Kishore Gupta (Chairman & Managing Director) (DIN:00014205) and Mr. Rakesh Gupta (Whole time Director & CFO) (DIN:00014139), Mr. Mayank Gupta (Director) (DIN: 00244850), none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board Recommends the **Special Resolution** set out at Item No. 5 of the Notice for approval by the members of the Company.

Item No. 6: Fixing Of Minimum Remuneration for Mr. Rakesh Gupta (DIN: 00014139) Whole Time Director and CFO Of The Company In The Event Of Inadequacy Or Absence Of Profit

The chairman informed the members that in the 44th AGM of the company **Mr. Rakesh Gupta, (Din: 00014139) was reappointed as Whole Time Director and CFO for a term of 5 years** commencing from September 29, 2020 upto September 28, 2025 (both days inclusive) and his tenure of minimum remuneration was fixed without obtaining any further approval of the members for the period commencing from September 29, 2020 upto September 28, 2023 (both days inclusive). Since the tenure of minimum remuneration is expiring on September 28, 2023, the nomination and remuneration committee recommended to fix the minimum remuneration for the remaining term of his appointment of 2 (two) years ending on September 28, 2025 (both days inclusive) subject to shareholders approval in the AGM . The Board on recommendation passed the Board resolution for the same in its 55th (fifty-fifth) Board Meeting subject to Shareholders Approval for the same at Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand only) per Month with an increase of 10% per annum plus other perquisites.

Except Mr. Kishore Gupta (Chairman & Managing Director) (DIN:00014205) and Mr. Rakesh Gupta (Whole time Director & CFO) (DIN:00014139), Mr. Mayank Gupta (Director) (DIN: 00244850), none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board Recommends the **Special Resolution** set out at Item No. 6 of the Notice for approval by the members of the Company.

Item No. 7. Appointment of Mr. Shashendra Lahri (DIN: 02704101) as an “Independent Director “of the Company.

The Board of Directors, on recommendation of the Nomination and remuneration committee, had appointed Mr. **Shashendra Lahri (DIN: 02704101)** as an Additional Director (Non-Executive, Independent Director) of the Company with effect from August 11 , 2023 to hold office till the conclusion of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 (“the Act”) and subject to the approval of the members in this 47th Annual General Meeting, for appointment him as an Independent Director to hold office for the period of 5 consecutive years commencing from August 11th 2023 to August 10th, 2028 (both days inclusive) not liable to retire by rotation.

The Company has received the consent from Mr. **Shashendra Lahri (DIN: 02704101)** as required under the provisions of Section 149(6) Companies Act, 2013 (“the Act”) and the Rules framed thereunder as well as Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring from accessing the capital markets and Restraining from holding the position of Director in any listed company.

In the opinion of the Board of Directors Mr. **Shashendra Lahri (DIN: 02704101)** fulfills the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

Shashendra Lahri’s presence on the Board would bring most discipline and Management to the Board as well as in the Company. He has a vast Experience in the field of Accounting, Administration and Management. Your Directors state that Mr. **Shashendra Lahri (DIN: 02704101)** who is proposed to be appointed as Non-Executive, Independent Director for a term of five years possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as an Independent Director.

Other details and terms and conditions of appointment of Mr. **Shashendra Lahri (DIN: 02704101)** as stipulated under Regulation 26(4) and 36(3) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the **Annexure-A** to this Explanatory Statement and should be taken and read as part hereof.

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

Except Mr. **Shashendra Lahri (DIN: 02704101)**, None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board Recommends the **Special Resolution** set out at Item No. 7 of the Notice for approval by the members of the Company.

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

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

Kishore Gupta
Chairman & Managing Director
DIN: 00014205

Place: Bhopal
Date: August 11, 2023

BRIEF RESUME OF DIRECTOR(S) / PERSON(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 47th (FORTY- SEVENTH) ANNUAL GENERAL MEETING OF THE COMPANY

Details of Directors seeking re-appointment at the 47th Annual General Meeting pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are as follow:

Resolution	Item No.2	Item No.4	Item No.7
Name of Director	Mr. Mayank Gupta	Mrs. Shalini Mathur	Mr. Shashendra Lahri
Director Identification Number (DIN)	DIN: 00244850	DIN: 08386168	DIN: 02704101
Nationality	Indian	Indian	Indian
Father's name	Mr. Kishore Gupta	Mr. Krishna Bihari Mathur	Mr. Shikhar Chandra Lahri
Age in years	37 years	58 years	63 years
Date of first appointment	24/04/2020	11/03/2019	11/08/2023
Designation for which appointment / re-appointment is proposed	Director (Executive)	Women Independent Director	Independent Director
Qualifications and Experience	Mr. Mayank Gupta, aged about 37 years is the Promoter of the Company and worked as the Vice President of the Company for almost 10 years He has done B.E and MBA. He has an Experience of about 15 years in the Production, Management and Marketing in the same field/business in which the Company is engaged.	Mrs. Shalini Mathur holds M.HSC Degree from Agra University. She has about 15 years Experience as a Teacher in Pretty Petals School & Lovedale School.	Shashendra Lahri, 62 years old, M.Com (Gold Medalist), MBA (Marketing), Director-Sujata Forest Products Pvt.ltd. Sidhi (MP), till 1991, Distributor for Star Sports & ESPN TV channel, Distributor for AMUL Frozen Foods, Distributor for Audio/Video Music CDs & records, Distributor for Vodafone Idea. Experience of about 40 years in various fields of administration, management, marketing & distribution.

Expertise in specific functional area	Production, Management and Marketing	Management	Management
Shareholding in the Company on 31/03/2023	428300 Equity Shares	1000 Equity shares	NIL
Number of Board Meetings attended during F.Y 2022-23	8 (eight)	8 (eight)	NA
Terms and conditions of Appointment / re-appointment	It is Proposed to re-appoint Mr. Mayank Gupta as an Executive Director, liable to retire by rotation .	It is Proposed to re-appoint Mrs. Shalini Mathur as a Women Independent Director for the term of five (5) years with effect from March 11 th , 2024, not liable to retire by rotation.	It is Proposed to re-appoint Mr. Shashendra lahri as a Independent Director for the term of five (5) years with effect from August 11 th 2023 not liable to retire by rotation.
Details of proposed remuneration	Remuneration as proposed in Resolution no. 6 and its Explanatory statement (annexed to this Notice) for the approval of members of the Company.	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law.	Sitting fees and commission as may be approved by the Board of Directors in accordance with applicable provisions of law.
Details of remuneration last drawn (per annum)	17.76 lakhs in F.Y 2022-23	NIL	NIL
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	NIL	Member in Nomination and Remuneration , Stakeholder Relationship Committee and Corporate social Responsibility committee	1. Member of Audit Committee and Nomination and Remuneration 2. Chairman & Member of Stakeholder Relationship Committee.
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of other Companies in	NIL	NIL	NIL

which he/she is a Director*			
List of outside Directorships held	1. ARK Transformers Private Limited. 2. Majestic Leasing Company Private Limited	NIL	NIL
Relationship with other Directors or Key Managerial Personnel of the Company	Son of Kishore Gupta, Managing Director of the Company.	NIL	NIL

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

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

Kishore Gupta
Chairman & Managing Director
DIN: 00014205

Place: Bhopal
Date: August 11, 2023

STAR DELTA TRANSFORMERS LIMITED



CIN: L31102MP1977PLC001393

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

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

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

BOARD'S REPORT

TO,
THE MEMBERS OF
STAR DELTA TRANSFORMERS LIMITED
BHOPAL

Your Directors have pleasure in presenting their 47th (Forty-Seventh) Board's Report along with the Audited Financial Results of the Company for the financial year ended March 31, 2023.

1. FINANCIAL HIGHLIGHTS AND OPERATION:

Your Company's financial performance during the Financial Year 2022-23 as compared to that of the previous Financial Year 2021-22 is summarized below:

(Amount in ₹)

	Particulars	Financial Year 2022-23	Financial Year 2021-22
(i)	Revenue From Operation	843206673.23	367429532.00
(ii)	Other Income	36519999.66	45791653.45
(iii)	Total Revenue (i) + (ii)	879726672.89	413221185.45
(iv)	Total Expenses	802854343.36	360941394.99
(v)	Profit/loss before tax (iv)-(v)	76872329.52	52279790.46
(vi)	Current Tax	20323028.44	16772596.19
(vii)	Deferred tax	(1037040.00)	(1000000.00)
(viii)	Profit/loss after tax (vi)-(vii)- (viii)	57586341.08	36507194.27
	Earnings per Share (₹):-	19.19	12.17
	Basic:	19.19	12.17
	Diluted:		

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

During the year under report,

- The Company total revenue has been increased from ₹ **413221185.45/-** to ₹ **879726672.89** i.e. 112.89 % and Company's profit before tax has been also increased from ₹ **52279790.46/-** to ₹ **76872329.52** i.e. 47.04%.
- After charging all expenses and taxes, the Company net Profit increased from ₹ **36507194.27/-** to ₹ **57586341.08** i.e. 57.73%.
- The earnings per share (EPS) are ₹ 19.19 as compared to ₹ 12.17 as reported in the previous year.

The Company is expecting good Demand for the Distribution and Power Transformers and power related equipment's as massive investments are planned in coming years by the Govt. (Central & States) as well as private sector.

3. CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of the business of your company during the financial year 2022-23.

4. DIVIDEND:

Your Directors have considered it financially prudent in the long-term interests of the Company to plough back the profits of the Company to build a strong reserve base and grow the business of the Company. Thus, with a view to augment resources, your Directors do not recommend any Dividend on Equity Shares for the financial year ended March 31, 2023.

5. TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(J) OF THE COMPANIES ACT, 2013:

During the financial year under review, the Company has transferred ₹4,00,00,000/- to General Reserve account.

6. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

As on March 31, 2023, the Company does not have any Subsidiary /Joint Venture/ Associate Companies. Further no Company has become or ceased to be Subsidiaries, Joint Ventures or Associate Company, during the financial year under review.

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 31.03.2023 OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year 2022-23 to which the Financial Statements relate and the date of the Board's Report (i.e., from April 01, 2023 upto August 11, 2023).

8. SHARE CAPITAL

During the year under review, there was no change in the Company's share capital.

Company's Authorized Capital is ₹ 3,17,50,000/-divided into 31,25,000 equity share of ₹ 10/- each and 50,000 15% Redeemable Preference shares of ₹ 10/- each. Paid up share capital of the Company is ₹ 30002000/- divided in 3000200 Equity shares of ₹ 10/- each.

9. LISTING

The Equity Shares of your Company is listed on Bombay Stock Exchange (BSE) Limited. The Company confirms that it has paid the Annual Listing Fees to BSE where the Company's Shares are listed.

10. DIRECTORS:

- In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Mayank Gupta (DIN: 00244850), Director of the Company is liable to retire by rotation at the forthcoming 47th (Forty-Seventh) Annual General Meeting (AGM), and being eligible, has offered himself for re-appointment.
- Upon recommendation of the Nomination and Remuneration Committee of the Company and as approved by Board of Directors in its meeting held on August 11, 2023, the tenure of **Mrs. Shalini Mathur** (DIN: 08386168) who was appointed as Non-Executive women Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 11, 2019 upto March 11, 2024 (both days inclusive), is expiring on March 11, 2024 and who being eligible to be appointed as Director and has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 has been appointed as Non-Executive women Independent Director of the Company to hold

office for a term of 5 (Five) consecutive years commencing from March 12, 2024 upto March 11, 2029 (both days inclusive) subject to consent of members of the company which will be taken at the forthcoming 47th (Forty-Seventh) Annual General Meeting (AGM).

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Certificate from a Company Secretary in Practice certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority.

- Mr. Ankur Chouksey (Independent Director) (DIN: 08703922) has resigned from the post of Independent Director of the company citing his personal reasons and had communicated his resignation letter to the Management of the company. The Board of Directors of the Company have passed the resolution in 55th Board Meeting held on August 11th 2023 accepting his resignation.
- Upon recommendation of the Nomination and Remuneration Committee of the Company and as approved by Board of Directors in its meeting held on August 11, 2023 Mr. Shashendra Lahri (DIN: 02704101) was appointed as an Additional Director designated as Non-Executive, Independent Director on the Board of the Company with effect from 11th August 2023 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the forthcoming 47th (Forty-Seventh) Annual General Meeting, for appointment as an Independent Director to hold office for a term period of 5 consecutive years commencing with effect from August 11th 2023 to August 10th, 2028 (both days inclusive).

11. KEY MANAGERIAL PERSONNEL (KMP):

The following are the Key Managerial Personnel (KMP) of your Company pursuant to the provisions of Section 203 of the Companies Act, 2013, as on March 31, 2023: -

1. Mr. Kishore Gupta (DIN: 00014205), Chairman and Managing Director
2. Mr. Rakesh Gupta (DIN: 00014139), Whole – Time Director & Chief Financial Officer
3. Ms. Itisha Agarwal, Company Secretary & Compliance Officer

12. MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of your Company met 8 (Eight) times during Financial Year 2022-23 on 04/04/2022, 12/05/2022, 27/05/2022, 11/06/2022, 19/07/2022, 11/08/2022, 12/11/2022 and 10/02/2023. The details of Board Meetings and the attendance of the Directors there at are provided in the Corporate Governance Report. The intervening time gap between two consecutive Meetings of the Board was within the limit prescribed under the Companies Act, 2013.

13. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act 2013 and the SEBI (LODR) Regulations, 2015, the performance evaluation of Independent Directors has been done by all Directors except Director being evaluated and performance evaluation of the Committees of the Board and individual Directors has been done by the entire Board of Directors as a whole.

The Structured Rating sheets for evaluation of Independent Directors, its own performance, and that of its committees and individual Directors were placed down before the Directors. Directors assigned the specific ratings in Rating Sheets after taking into consideration various aspects and vital feedback was received from them on how the Board currently operates and how it might improve its effectiveness. The Board of Directors has expressed its satisfaction with the evaluation process.

14. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Directors of the Company to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards and Schedule III of the Companies Act, 2013, had been followed along with proper explanation relating to material departures;
- b) they have 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 of the company for that period;
- c) they have taken proper and sufficient care has been taken 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) They have prepared Annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. INDEPENDENT DIRECTORS:

Company had following three Independent Directors as on March 31, 2023:

1. Mr. Ajay Gupta (DIN: 03644871)
2. Mr. Ankur Chouksey (DIN: 08703922)
3. Mrs. Shalini Mathur (DIN: 08386168)

All the Independent Directors of your Company, viz., Mr. Ajay Gupta, Mr. Ankur Chouksey, Mrs. Shalini Mathur had registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, in terms of the provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2019 and the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

Your Company has received declarations from all the above named Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, read with the Schedules and Rules issued thereunder, as well as clause (b) of sub-regulation (1) of Regulation 16(1)(b) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the same have been taken on record by the Board after undertaking due assessment of the veracity of the same.

In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. All the Independent Directors of the Company have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

The criteria for determining qualifications, positive attributes and independence of Directors is provided in the Nomination and Remuneration Policy of the Company which is available on the website, viz., www.stardeltatransformers.com at the web link <http://www.stardeltatransformers.com/other-disclosures.php>

All the Independent Directors of the Company have complied with the Code for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013.

The Independent Directors met once during the financial year 2022-23, i.e., on December 8, 2022 in terms of provisions of Schedule IV of the Companies Act, 2013. All the independent directors of the Company were present at the meeting.

16. 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 (LODR) Regulations, 2015, the Company conduct various familiarization programmes for the independent directors as and when required.

The policy on such familiarization programmes is placed on the Company's website at www.stardeltatransformers.com at the web link <http://www.stardeltatransformers.com/other-disclosures.php>

17. COMMITTEES OF THE BOARD:

The Company's Board has the following Committees:

A. Audit Committee:

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted/reconstituted its Audit Committee from time to time. As on March 31, 2023, the Composition of Audit Committee was as follow:

S. No.	Name & DIN	Status (Chairman/Member)	Category
1.	Mr. Ajay Gupta (DIN: 03644871)	Chairman & Member	Non-executive, Independent Director
2.	Mr. Ankur Chouksey (DIN: 08703922)	Member	Non-executive, Independent Director
3.	Mr. Rakesh Gupta (DIN:00014139)	Member	Promoter, Executive Director

There are no changes in the Composition of the Audit Committee during the Financial Year 2022-23.

Audit Committee Meetings were held Seven (7) times on 04/04/2022, 12/05/2022, 27/05/2022, 11/06/2022, 11/08/2022, 12/11/2022 and 10/02/2023 during financial year 2022-23. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. The Board has accepted all the recommendations of the Audit Committee.

B. Nomination and Remuneration Committee:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted/reconstituted its Nomination and Remuneration Committee from time to time. As on March 31, 2023, the Composition of Nomination and Remuneration Committee was as follow:

S. No.	Name & DIN	Status (Chairman/Member)	Category
1.	Mr. Ajay Gupta (DIN: 03644871)	Chairman & Member	Non- executive, Independent Director
2.	Mr. Ankur Chouksey (DIN: 08703922)	Member	Non- executive, Independent Director
3.	Mrs. Shalini Mathur (DIN: 08386168)	Member	Non- executive, Women Independent Director

There are no changes in the Composition of the Nomination and Remuneration Committee during the Financial Year 2022-23.

Nomination and Remuneration Committee Meeting held Two (2) Times on 11/08/2022 and 10/02/2023 during Financial Year 2022-23.

C. Stakeholders Relationship Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted/reconstituted its Stakeholders Relationship Committee from time to time. As on March 31, 2023, the Composition of Stakeholders Relationship Committee was as follow:

S. No.	Name & DIN	Status (Chairman/ Member)	Category
1.	Mr. Ankur Chouksey (DIN: 08703922)	Chairman & Member	Non- executive, Independent Director
2.	Mrs. Shalini Mathur (DIN: 08386168)	Member	Non- executive, Women Independent Director
3.	Mr. Rakesh Gupta (DIN:00014139)	Member	Promoter, Executive Director

There are no changes in the Composition of the Stakeholders Relationship Committee during the Financial Year 2022-23.

Stakeholders Relationship Committee Meetings held only 1 (One) time on 12/11/2022 during Financial year 2022-23. Ms. Itisha Agarwal is the Secretary to Stakeholders' Relationship Committee. The Company Secretary and Compliance Officer attend all Meetings of the Stakeholders' Relationship Committee.

Stakeholders Relationship Committee has been set up to redress complaints received from any stakeholder. However, the Company has not received any complaints from any Stakeholders during the year under review. There are no pending share transfers as on March 31, 2023.

D. Corporate Social Responsibility Committee:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted/reconstituted its Corporate Social Responsibility (CSR) Committee from time to time. As on March 31, 2023, the Corporate Social Responsibility (CSR) Committee comprises of the following Members:-

S. No.	Name & DIN	Status (Chairman/ Member)	Category
1	Mr. Kishore Gupta (DIN:00014205)	Chairman & Member	Promoter, Executive Director
3.	Mr. Rakesh Gupta (DIN:00014139)	Member	Promoter, Executive Director
4.	Mrs. Shalini Mathur (DIN: 08386168)	Member	Non- executive, Women Independent Director

There are no changes in the Composition of the Corporate Social Responsibility (CSR) Committee during the Financial Year 2022-23.

Corporate Social Responsibility Committee Meetings held only 1 (One) time on 27/01/2023 during Financial year 2022-23.

CSR POLICY:

Your Company had updated its CSR Policy in its Board Meeting held on February 10, 2023 and is uploaded on the company's website at <https://www.stardeltatransformers.com/other-disclosures>

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

As per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014, is prepared and same is annexed with this Board's Report as "Annexure A".

The details of amount budgeted, spent and unspent along with the reasons for not spending the allocated amount are included in the said report.

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

18. ANTI SEXUAL HARASSMENT POLICY:

The Company has zero tolerance towards sexual harassment at the workplace. The Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committees have also been set up to redress any such complaints received. However, the Company has not received any complaints pertaining to Sexual Harassment during the year under review.

19. ANNUAL RETURN:

The Annual Return for the Financial Year ended March 31, 2023 in Form MGT-7 is being hosted on the website of the Company, viz., <https://www.stardeltatransformers.com/other-disclosures>

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of Loans, Investments and Guarantees covered under Section 186 of the Companies Act, 2013 form a part of the Notes to the Financial Statements provided in this Annual Report.

21. RELATED PARTY TRANSACTIONS

All Related Party Transactions entered into by your Company during the Financial Year 2022-23 were on arm's length basis and in the ordinary course of business. There were no materials significant Related Party Transactions entered into by the Company which may have a potential conflict with the interest of the Company. Accordingly, as per provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, disclosure of Related Party Transactions in Form AOC-2 is not applicable.

The Company has given loan to Majestic Leasing Company Private Limited under Section 185 of Companies Act, 2013, approval of which had been taken from the Members of the Company by passing Special Resolution in their 43rd and 44th Annual General meeting.

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. All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on dealing with and Materiality of Related Party Transactions, formulated by the Company.

Attention of the Shareholders is also drawn to the disclosure of transactions with Related Parties as set out in Note No. 30 of the Standalone Financial Statements, forming part of the Annual Report.

The policy on materiality of related party transactions as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been updated on 12/02/2022 and is available on the company's website at www.stardeltatransformers.com at the web link <http://www.stardeltatransformers.com/other-disclosures.php>

22. DEPOSITS:

The Company has not accepted any deposits under the provisions of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 as amended.

23. 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		
	2022-23	2021-22
I. Electricity		
Purchased units	313278.61	205383
Total Amount (Rs)	2976843	2177917
Rate per unit (Rs)	9.50	10.60
Own generation		
Diesel generator units	390	292
Units per litre of diesel	62.03	61.64
Average cost per unit (Rs)	62.03	61.64
II. Coal		
Quantity (MT)	--	--
Total Cost (Rs)	--	--
Average Rate (Rs)	--	--

B.	C. Consumption per unit of production		
	Standard (if any)	2022-23	2021-22
Products	Transformers	556.945	385.543 MVA
Units KVAH	--	313278.61	205383
Electricity/MVA	--	562.49	532.71
Coal	--		-

Technology absorption:

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company 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

24. 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
- Assess & 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/ Secretarial
- Natural disaster

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.

25. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls with reference to financial statements. The Company has also appointed an Internal Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.

26. VIGIL MECHANISM:

The company has established Vigil Mechanism through its whistle Blower Policy approved and adopted by Board of Directors in Compliance with Section 177 of the Companies Act, 2013, and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Vigil Mechanism provides a proper platform to the directors and employees to report their genuine concerns or any instances of illegal or unethical practices, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and disclosure/leak of unpublished price sensitive information to audit Committee or its Chairperson.

The Policy also provides adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. During F.Y 2022-23, No incidents has been reported under Whistle Blower Policy. No personnel of the Company were denied access to the Audit Committee.

The Whistle Blower Policy of the Company can be accessed at website of the Company at <http://www.stardeltatransformers.com/other-disclosures.php>

27. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

It is hereby confirmed that the remuneration paid to Directors, Key Managerial Personnel and other employees of the Company during the Financial Year 2022-23 was in conformity with the Nomination and Remuneration Policy of the Company.

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:

(In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.)

A. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2022-23 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

S.No.	Name of Directors	Designation	Remuneration (Amount in ₹) Per Annum	Percentage (%) Increase in remuneration in the financial year 2022-2023	Ratio of remuneration of Directors to Median Remuneration
01.	Mr. Kishore Gupta (DIN: 00014205)	Chairman & Managing Director	3271189.00	16.57%	8.34:1
02.	Mr. Rakesh Gupta (DIN: 00014139)	Whole Time Director & CFO	2057856.00	10%	5.24:1
03.	Mr. Mayank Gupta (DIN: 00244850)	Executive Director	1775662.00	12.09%	4.52:1
04.	Ms. Itisha Agarwal	Company Secretary (appointed on 30 th October, 2021)	368000.00	#	Not Applicable

Notes:

- Number of permanent employees on the rolls of Company: (as on 31.03.2023): 35 Employees
- Remuneration Figures include Basic pay+ allowances +conveyance +perquisites of directors.
- Median basic remuneration of employees other than directors for the financial year 2022-23 is ₹ 3,92,040
- Non-Executive, Independent Directors were not paid any remuneration during financial year 2022-23. They were paid Sitting fees, whose details have been given in Corporate Governance report attached with this Annual Report.
- # Since new Company Secretary was appointed in between the previous financial year therefore the percentage increase in remuneration cannot be derived in Financial Year 2022-23.

B. The percentage increase in the median remuneration of employees in the financial year 2022-23:

	2022-23	2021-22	Percentage Increase/decrease in median remuneration in 2022-23
Median Remuneration of employees other than whole time directors	3,92,040	3,56,400	10%

C. The number of permanent employees on the rolls of Company: Total permanent employees as on 31.03.2023 were 35 excluding Directors.

D. 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:

During the year under review, there is increase of 10% in the median remuneration of Employees, 16.57% increase in the remuneration of Mr. Kishore Gupta (DIN:00014205) Chairman & Managing Director and 10% increase in the remuneration of Mr. Rakesh Gupta (DIN:00014139) Whole-time director & Chief financial officer and 12.09% increase in the remuneration of Mr. Mayank Gupta (DIN: 00244850), Executive Director.

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.

E. 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.

F. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for Financial year ended March 31, 2023:

1) Names of top 10 Employees Employed throughout the Financial Year 2022-23 and who were paid remuneration of not less than ₹ 1.02 Crores per annum:									
Name of Employee	Designation	Remuneration received (In ₹)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of Commencement of employment	Age	Last employment held before joining the Company	% of Equity shares held in the Company.	whether relative of any Director or manager of the Company and name of such Director or manager
NIL									

2) Names of top 10 Employees Employed for a part of the financial year 2022-23 and who were paid monthly remuneration of not less than ₹ 80.5 lakh per annum:									
Name of Employee	Designation	Remuneration received (In ₹)	Nature of Employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of Commencement of employment	Age	Last employment held before joining the Company	% of Equity shares held in the Company.	whether relative of any Director or manager of the Company and name of such Director or manager
NIL									

3) Employee employed throughout the financial year or the part thereof, was in receipt of remuneration that year which, in the aggregate, or 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 2% of the equity shares of the company: **Nil**

28. 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.

29. SHARES IN SUSPENSE ACCOUNT:

There are no shares in suspense account.

30. SHARES IN UNCLAIMED SUSPENSE ACCOUNT:

There are no shares in unclaimed suspense account

31. TRANSFER TO INVESTOR EDUCATION AND PROVIDENT FUND:

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

During the year under review, the Company in compliance with the aforesaid provisions and the said Rules, has transferred ₹ 26989/- to Investor Education and Protection Fund (“IEPF”) for the Financial Year 2014-15.

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

There is a separate section under Company’s Website to disseminate all Information in relation to IEPF such as Unpaid and Unclaimed Dividend, Shares transferred or liable to be transferred, advertisement, notices etc. Details of the same can be accessed from the website

of the company at <http://www.stardeltatransformers.com/iepf.php>. The Company has uploaded the Shareholder wise details of said unpaid and unclaimed amounts lying with the Company as on March 31, 2023 on the website of the Company at: <http://www.stardeltatransformers.com/iepf.php>

The Nodal Officer of the Company for coordination with IEPF Authority is Mr. Rakesh Gupta-CFO of the Company and following are the contact details:
Email ID: star.delta@rediffmail.com / cs.sdtl77@gmail.com
Telephone No.: +91-755-2586680

32. COMPULSORY TRANSFER OF EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF") SUSPENSE ACCOUNT:

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

The Company in compliance with the aforesaid provisions and the said Rules has transferred 3028 (Three Thousand and Twenty Eight only) Equity Shares of the Face Value of ₹ 10/- each belonging to 13 (Thirteen) Shareholders underlying the unclaimed dividends for the Financial Year 2014-15 to Investor Education and Protection Fund (IEPF) authority.

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

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

33. 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>. All the Board members and Senior Management personnel have affirmed compliance with the code for the year ended March 31, 2023. A declaration to this effect signed by the Managing Director forms part of the Corporate Governance report.

34. CORPORATE GOVERNANCE:

As required by the existing Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance for the Financial year 2022-23 is included in the Annual Report.

M/s. Piyush Bindal & Associates, Company Secretaries have certified the Company's compliance with the requirements of Corporate Governance in terms of Regulation 34 and

Schedule V of the Listing Regulations and their Compliance Certificate for the financial year 2022-23 is annexed to the Report on Corporate Governance.

35. COMPLIANCE WITH THE SECRETARIAL STANDARDS:

The Company is in compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), as applicable.

36. POLICIES OF THE COMPANY:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) mandated the formulation of certain policies for all listed companies. All our Corporate Governance Policies are available on the Company’s website, www.stardeltatransformers.com at the web link <http://www.stardeltatransformers.com/other-disclosures.php>. The Policies are reviewed periodically by the Board and its Committees and are updated based on the need and new compliance requirement.

The key Policies that have been adopted by the Company are as follows:

1. Risk Management Policy
2. Corporate Social Responsibility Policy
3. Nomination and Remuneration Policy
4. Whistle Blower Policy / Vigil Mechanism
5. Policy on Prevention of Sexual Harassment at Workplace
6. Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions.
7. Code of Conduct for Insider Trading (Prohibition of Insider Trading)
8. Policy on Criteria for determining Materiality of Events
9. Archival Policy
10. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)
11. Policy for Procedure for Inquiry in case of Leak of Unpublished Price Sensitive Information (UPSI)
12. Code of Conduct for the Board of Directors and Senior Management Personnel
13. Policy on Familiarization Programmes for Independent Directors

37. MANAGEMENT DISCUSSION & ANALYSIS:

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report.

38. AUDITORS AND REPORT THEREON:

1. STATUTORY AUDITOR

In terms of the provisions of Section 139 of the Companies Act, 2013, the members of the Company at its 46th Annual General Meeting (AGM) held on September 29th, 2022 had appointed M/s. A.K. Khabya & Co, Chartered Accountants, (FR No. 001994C), as the Statutory Auditors of the Company for a period of five years i.e. up to the conclusion of the 51ST AGM of the Company .

M/s. A.K. Khabya & Co, Chartered Accountants, (FR No. 001994C) had confirmed that they are not disqualified from continuing as Auditors of the Company.

There are no qualifications or adverse remarks in the Auditors Report given by M/s. A.K. Khabya & Co, Chartered Accountants, which required any clarification/explanation. The notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors’ Report for the financial year ended, March 31, 2023 is annexed with this annual report for your kind perusal and information.

2. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Board of Directors had, on recommendation of the Audit Committee, at its Meeting held on August 11, 2022, appointed M/s. Piyush Bindal & Associates, Company Secretaries, CP No. 7442, Bhopal to undertake the Secretarial Audit of the Company for the Financial Year 2022-23.

M/s. Piyush Bindal & Associates, Secretarial Auditors has issued Secretarial Audit Report in prescribed format MR-3 for the Financial Year ended March 31, 2023, and is annexed herewith as '**Annexure B**' to this Board's Report.

Secretarial Audit Report for Financial Year Ended March 31, 2023 is unmodified i.e. they do not contain any qualification, reservation or adverse remark.

Your Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on August 11, 2023, re-appointed M/s. Piyush Bindal & Associates, Company Secretaries, CP No. 7442, Bhopal as the "Secretarial Auditors" of your Company for the Financial Year 2023-24.

3. COST AUDIT:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the cost records are required to be maintained by your Company and the same are required to be audited. The Company accordingly maintains the required cost accounts and records.

Your Board of Directors had, on recommendation of the Audit Committee, at its Meeting held on August 11, 2022, had appointed M/s. Sanjay Kasliwal, Cost Accountants, (Firm Registration No. 100888) as the "Cost Auditors" of the Company for the Financial Year 2022-23.

Further, your Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on August 11, 2023, re-appointed M/s. Sanjay Kasliwal, Cost Accountants, (Firm Registration No. 100888) as the "Cost Auditors" of your Company for the Financial Year 2023-24.

The remuneration proposed to be paid to the Cost Auditor, for auditing the cost accounting records of the company for the financial year 2023-24 on a remuneration of ₹ 30250/- per annum plus out of pocket expenses that may be incurred, which is subject to the ratification by the members at the ensuing 47th (Forty Seventh) Annual General Meeting of the Company.

The Company has received consent from M/s. Sanjay Kasliwal, Cost Accountants, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2023-24 along with a certificate confirming their independence and arm's length relationship.

39. 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 to employees of the Company under Employee stock option Scheme.
4. Issue of shares (including sweat equity shares) to directors or employees of the Company under any scheme.
5. Buy Back of Shares.
6. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

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

During the year under review, there is no fraud being or has been committed in the Company or against the Company by officers or employees of the Company, which are

reportable by the Auditors to the Central Government or to the Board or to the Audit Committee under Section 143(12) of the Companies Act, 2013; therefore no disclosure required in this regard.

41. HUMAN RESOURCES:

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

42. ACKNOWLEDGEMENT

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

Date: August 11, 2023
Place: Bhopal

**For & on behalf of the Board of Directors of
Star Delta Transformers Limited**

Kishore Gupta
Chairman & Managing Director
(DIN: 00014205)

Rakesh Gupta
Whole Time Director
(DIN: 00014139)

ANNEXURE-A TO BOARD'S REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
For Financial Year ended March 31, 2023
(Pursuant to Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. Brief Outline on CSR Policy of the Company:

Star Delta Transformers Limited ("Company") is committed to its stakeholders—government, investors, shareholders, associates, community, environment, employees and their families – to conduct its business in a responsible manner that creates a sustained positive impact. The main objective of CSR policy to make CSR a key business process for sustainable development of the society and also to strive for economic development that positively impacts the society at large with a minimal resource footprint.

The CSR activities covered the following areas or subject as specified in Schedule VII of the Act:-

1. Eradicating hunger, poverty and malnutrition, "promoting health care including preventive health care" and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts.
6. Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows].
7. Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports.
8. contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women.
9. Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defence Research and Development Organisation (DRDO), Department of Biotechnology (DBT)], Department of Science and Technology (DST), Ministry of Electronics and Information Technology) engaged in conducting research in science,

technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

10. Rural development projects.

11. Slum area development.

Explanation.- For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

12. Disaster management, including relief, rehabilitation and reconstruction activities.

2. Composition of the CSR Committee

Sl No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Kishore Gupta (DIN:00014205)	(Chairman of the Committee), Promoter/ Executive Director	1	1
2.	Mr. Rakesh Gupta (DIN:00014139)	Member, Promoter/ Executive Director	1	1
3.	Mrs. Shalini Mathur (DIN: 08386168)	Member, Non-Executive, Independent Director	1	1

There are no changes in the Composition of the CSR Committee during the Financial Year 2022-23.

3. Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

The web-links where information pertaining to composition of the CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company are as follows:-

For Composition of the CSR Committee and CSR Policy:
https://www.stardeltatransformers.com/assets/dis_pdf/229.pdf

For CSR Projects: https://www.stardeltatransformers.com/assets/dis_pdf/229.pdf

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : NA

6. Average Net profit of the company as per section 135(5): ₹ 5,22,79,790.46/-

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 8,85,565.28/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable

- (c) Amount required to be set off for the financial year, if any : No
 (d) Total CSR obligation for the financial year (7a+7b-7c) : Rs. 8,85,565.28/-

8. (a) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (₹ in Lakh)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount.	Date of transfer.
9.00	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

(b) Details of CSR amount spent against ongoing projects for the financial year: The Company has not spent any amount against Ongoing Projects during Financial year 2022-23.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of Projects.		Amount spent for the project (in ₹.)	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District			Name	CSR Registration number
1.	Donation to Jan Jagrati Sevarth Sansthan.	Clause (i), (ii), (iv), (x)	No	U.P.	Mathura	Rs. 9,00,000	yes	NA	NA

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 9,00,000/-

(g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
1.	Two percent of average net profit of the company as per section 135(5)	8,85,565.28
2.	Total amount spent for the Financial Year	9,00,000
3.	Excess amount spent for the financial year [(ii)-(i)]	14434.72
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	2021-22	NA	10,38,652.00	NA	NA	NA	NA
1.	2020-21	NA	10,93,722.00	NA	NA	NA	NA
2.	2019-20	NA	2,20,000.00	NA	NA	NA	NA
	Total	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): The Company have not spent any amount on ongoing Projects.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

This is not applicable since the Company has spent the prescribed amount of CSR expenditure during the Financial Year 2022-23.

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

Date: August 11, 2023

Place: Bhopal

Kishore Gupta (DIN: 00014205)
Chairman & Managing Director
Chairman & Member of CSR Committee

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015 as amended]

To,
The Members,
Star Delta Transformers Limited
CIN: L31102MP1977PLC001393
92A, Industrial Area, Govindpura,
Bhopal Madhya Pradesh - 462023

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **STAR DELTA TRANSFORMERS LIMITED** (hereinafter called the "Company") during the Financial Year from April 01, 2022 to March 31, 2023. ('the year' / 'audit period' / 'period under review')

We have conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- i. Our verification of the books, papers, minute books, soft copy as provided by the Company and other records maintained by the Company and furnished to us, forms / returns filed and compliance related action taken by the company during the Financial Year ended on March 31, 2023.
- ii. Compliance Certificates confirming Compliance with all laws applicable to the Company given by Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by Audit Committee / Board of Directors, and
- iii. Our observations during the visits to the Registered Office of the Company,
- iv. Representations made, documents shown and information provided by the Company, its officers, agents, and authorized representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended on **March 31, 2023** the Company has:

- i. complied with the statutory provisions listed hereunder, and
- ii. Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We hereby report that, during / in respect of the audit period, we have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the Financial Year ended on March 31, 2023 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 there under;
- 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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - d) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.
- vi) Compliances / processes / systems under other specific applicable Laws (as applicable to the Industry) to the Company are being verified on the basis of periodic Certificates under internal Compliance system submitted to the Board of Directors of the Company.

We further report that, during / in respect of the audit period, the Company was not required to initiate any compliance related action in respect of the following laws / rules / regulations / standards and was consequently not required to maintain any books, papers, minute books or other records or file any form/ returns thereunder:

- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- ii. 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;
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- v. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- vii. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India; **(Complied with)**
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Complied with)**

We further report that during the year under review the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards mentioned above.

We further report that during the Audit period under review:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Independent Woman Director. The processes relating to changes in the composition of the Board of Directors that took place during the year were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally seven days in advance other than those held at shorter notice, 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.
- As per the minutes of the Meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that, based on the information provided and the representation made by the Company there seems to be adequate systems and processed in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period there were no other specific events/actions in pursuance of the above-referred laws, rules, regulations, guidelines etc. having a major bearing on the Company affairs.

Place: Bhopal
Date: 02.08.2023

For Piyush Bindal & Associates
“Company Secretaries”

Piyush Bindal
(Proprietor)
FCS – 6749
CP. No. 7442
Peer Review Cert. No.: 922/2020
Firm’s Registration No. S2012MP186400
UDIN: F006749E000725027

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

Annexure-A to Secretarial Audit Report

**To,
The Members,
Star Delta Transformers Limited
CIN: L31102MP1977PLC001393
92 A, Industrial Area, Govindpura,
Bhopal Madhya Pradesh - 462023**

Our Secretarial Audit Report for the Financial Year ended March 31, 2023 of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

7. 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 followed provided a reasonable basis for our opinion.

Place: Bhopal
Date: 02.08.2023

For Piyush Bindal & Associates
“Company Secretaries”

Piyush Bindal
(Proprietor)
FCS – 6749
CP. No. 7442
Peer Review Cert. No.: 922/2020
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UDIN: F006749E000725027

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on March 31, 2023.

Cautionary Statement:

The statements in the “Management Discussion and Analysis Report” describe your Company's objectives, projections, estimates and expectations which may be “forward-looking statements” within the meaning of the applicable laws and regulations. The actual results could differ materially from those expressed or implied, depending upon the economic and climatic conditions, government policies, taxation and other laws and other incidental factors.

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.

The government of India has approved the Revamped Distribution Sector Scheme (RDSS) to help DISCOMs improve their operational efficiencies and financial sustainability by providing result-linked financial assistance to DISCOMs to strengthen supply infrastructure based on meeting pre-qualifying criteria and achieving basic minimum benchmarks. The scheme has an outlay of Rs 3,03,758 Crore over 5 years i.e. FY 2021-22 to FY 2025-26. The outlay includes an estimated Government Budgetary Support (GBS) of Rs 97,631 Crore.

REC and PFC have been nominated as nodal agencies for facilitating the implementation of the scheme.

The scheme aims to meet the following objectives:

Reduction of AT&C losses to pan-India levels of 12-15% by 2024-25.

Reduction of ACS-ARR gap to zero by 2024-25.

Improvement in the quality, reliability and affordability of power supply to consumers through a financially sustainable and operationally efficient distribution sector.

b) OPPORTUNITIES, 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.

There may be other risks that could emerge in the future.

c) SEGMENT WISE PERFORMANCE OR PRODUCT-WISE PERFORMANCE.

The company operates broadly into following Segment:

(i) **Manufacturing of Transformers**

(ii) **Solar Power**

(i) Manufacturing Division Company has a very wide range of distribution and power transformers varying from Single Phase Transformers, 3 phase Transformers, Power Transformers, Extra High Voltage Transformers, Solar/Wind Transformers, Special Purpose Transformers catering to various Electricity Boards of Madhya Pradesh, Chhattisgarh, Maharashtra, Orissa, Rajasthan, Andhra 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, Angelique international company ltd., Bharat electricals, Sangli, Fedder Liyod Ltd., KEI Industries Ltd., EPC Division, BLA power, BGR energy, KEC international industries, Hydro Power Corporation, Madhya Pradesh Power Transmission Company Limited etc.

With a vast experience of more than 45 years and reliable after-sales service, Company has become most trusted in Central India.

(ii) Solar: Company 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. 2022-23, 474612 Units were produced & generated revenue of Rs. 45,46,016/-. The Company has future plans to setup additional plants for expansion.

d) 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.

e) 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.

f) Company's Financial and Operational Performance

The key highlights of the Audited Standalone financial Result for the Financial Year ended March 31, 2023 are as under:-

(Amount in ₹)

	Particulars	2022-23	2021-22
(i)	Revenue From Operation	843206673.23	367429532.00
(ii)	Other Income	36519999.66	45791653.45
(iii)	Total Revenue (i) +(ii)	879726672.89	413221185.45
(iv)	Total Expenses	802854343.36	360941394.99
(v)	Profit/loss before tax (iv)-(v)	76872329.52	52279790.46
(vi)	Current Tax	20323028.44	16772596.19
(vii)	Deferred tax	(1037040.00)	(1000000.00)
(viii)	Profit/loss after tax (vi)-(vii)-(viii)	57586341.08	36507194.27
	Earnings per Share (₹):-	19.19	12.17
	Basic:	19.19	12.17
	Diluted:		

Key Financial Ratios:

	F.Y 2022-23	F.Y 2021-22	Changes in % (y-o-y)
Debtors Turnover ratio#	3.28	3.16	3.79%
Inventory Turnover ratio#	5.30	4.06	30.54%
Interest Coverage ratio	27.08	86.45	-68.67%

Current ratio	3.56	22.18	-83.94%
Operating Profit margin (%)**	11.18%	16.98%	-0.34%
Net Profit margin (%)*	8.07%	11.72%	-0.31%
Debt Equity Ratio*	0.0058	0.0179	-67.59%
Return on Net Worth**	0.091	0.064	42.18%
Return on Capital Employed**	0.126	0.091	38.46%

*Debt Equity Ratio has been decreased and Net Profit Margin has been decreased due to decrease in Borrowings, both short-term and long-term.

#Debtors Turnover Ratio and Inventory Turnover ratio has been increased due to increase in Sales as Compared to last year.

**Operating Profit margin (%) has been decreased and Return on Net worth and Return on Capital Employed has been increased due to increase in profitability.

g) 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 31.03.2023 were 35 (Thirty Five) excluding Directors.

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), the Board of Directors of Star Delta Transformers Limited (“the Company”) has pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year ended March 31, 2023.

I. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Star Delta Transformers Limited (Company’s) philosophy of Corporate Governance is build on a foundation of ethics and transparent business operations and is dedicated in conducting its business consistent with the highest standards of business ethics and values. Company has adopted the values of good governance and tried it’s best to abide by all the rules and regulations as applicable to the Company. Company feels it’s obligation towards its stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright. This culture inspires trust among all stakeholders and strengthens the Board and management accountability.

Company believes that good Corporate Governance brings trust and accountability and helps in achieving its objective with higher efficiency. The practice of responsible governance has enabled it to achieve sustainable growth, while meeting the aspirations of its stakeholders and fulfilling societal expectations.

This report is prepared in accordance with the provisions of the SEBI (LODR) Regulations, 2015 and the report contains the details of Corporate Governance systems and processes at Star Delta Transformers Limited.

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 March 31, 2023, the strength of the Board was Six Directors comprising of three executive and three non-executive independent (including one woman Independent director). Fifty percent of the Board of the Company is comprised of Independent Director. Detailed profile of the Directors is available on the Company’s website at <https://www.stardeltatransformers.com/board-directors>

(a) Composition and Category of directors as on March 31, 2023:

S No.	Name of the Director and Director Identification Number (DIN)	Designation	Category
1.	Mr. Kishore Gupta (DIN: 00014205)	Chairman & Managing Director	Promoter, Executive Director
2.	Mr. Rakesh Gupta (DIN:00014139)	CFO & Whole time Director	Promoter, Executive Director
3.	Mr. Mayank Gupta (DIN: 00244850)	Executive Director	Promoter, Executive Director
4.	Mr. Ajay Gupta (DIN: 03644871)	Independent Director	Non- executive, Independent Director
5.	Mr. Ankur Chouksey (DIN: 08703922)	Independent Director	Non- executive, Independent Director
6.	Mrs. Shalini Mathur (Din: 08386168)	Women Independent Director	Non- executive, Women Independent Director

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015, the Company has obtained a Certificate from a Company Secretary in Practice certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority.

Independent Directors:

Declarations

Company had following three Independent Directors as on March 31, 2023:

1. Mr. Ajay Gupta (DIN: 03644871)
2. Mr. Ankur Chouksey (DIN: 08703922)
3. Mrs. Shalini Mathur (DIN: 08386168)

All the Independent Directors of your Company, viz., Mr. Ajay Gupta, Mr. Ankur Chouksey, Mrs. Shalini Mathur have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, in terms of the provisions of amended Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2019 and the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

The Company has received declarations from all the above named Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, read with the Schedules and Rules issued thereunder, as well as clause (b) of sub-regulation (1) of Regulation 16 of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions of independence specified in the SEBI (LODR) Regulations, 2015 and are independent of the management of the Company.

The maximum tenure of independent directors is in compliance with the Act and Rules made there under. 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 <https://www.stardeltatransformers.com/other-disclosures>

Based on intimations/disclosures received from the Directors periodically, none of the Directors of the Company hold memberships/Chairmanships more than the prescribed limits.

(b) CHANGES IN BOARD COMPOSITION DURING THE YEAR:

- In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Mayank Gupta (DIN: 00244850), Director of the Company is liable to retire by rotation at the forthcoming 47th (Forty-Seventh) Annual General Meeting (AGM), and being eligible, has offered himself for re-appointment.
- Upon recommendation of the Nomination and Remuneration Committee of the Company and as approved by Board of Directors in its meeting held on August 11, 2023, the tenure of Mrs. Shalini Mathur (DIN: 08386168) who was appointed as Non-Executive women Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 11, 2019 upto March 11, 2024 (both days

inclusive), is expiring on March 11 , 2024 and who being eligible to be appointed as Director and has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 has been appointed as Non-Executive women Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 12, 2024 upto March 11, 2029 (both days inclusive) subject to consent of members of the company which will be taken at the forthcoming 47th (Forty-Seventh) Annual General Meeting (AGM).

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Certificate from a Company Secretary in Practice certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority.

- Mr. Ankur Chouksey (Independent Director) (DIN: 08703922) has resigned from the post of Independent Director of the company citing his personal reasons and had communicated the resignation letter to the Management of the company. The Board of Directors of the Company have passed the resolution in 55th Board Meeting held on August 11th 2023 accepting his resignation.
- Upon recommendation of the Nomination and Remuneration Committee of the Company and as approved by Board of Directors in its meeting held on August 11 , 2023 ,Mr. Shashendra Lahri (DIN: 02704101) was appointed as an Additional Director Designated as Non-Executive, Independent Director on the Board of the Company with effect from 11TH August 2023 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the forthcoming 47th (Forty-Seventh) Annual General Meeting, for appointment as an Independent Director to hold office for a term period of 5 consecutive years commencing with effect from August 11th 2023 to August 10th, 2028 (both days inclusive).
- There is no change in Board Composition during the FY 22-23.

(c) Number of meetings of the board of directors held and dates on which held:

During the Financial year 2022-23, The Board of the Company met Eight (8) times on 04/04/2022 , 12/05/2022 , 27/05/2022 , 11/06/2022 , 19/07/2022 , 11/08/2022, 12/11/2022 and 10/02/2023 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.

(d) Attendance of each director at the Board meetings held during financial year 2022-23 and at the last Annual General Meeting:

Name of	Board Meetings Date
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Directors and Director Identification Number (DIN)	April 04, 2022	May 12, 2022	May 27, 2022	June 11, 2022	July 19, 2022	August 11, 2022	November 12, 2022	February 10, 2023	AGM Held on September 29, 2022
Kishore Gupta (DIN:00014205)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Rakesh Gupta (DIN:00014139)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Mayank Gupta (DIN:00244850)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Shalini Mathur (Din:08386168)	✓	✓	✓	✓	✓	✓	✓	✓	x
Mr. Ajay Gupta (DIN:03644871)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ankur Chouksey (DIN:08703922)	✓	✓	✓	✓	✓	✓	✓	✓	✓

✓ Present x Absent NA-Not Applicable being not a director at the time of meeting

Independent Director's Meetings:

During the financial year 2022-23, the Independent Directors met on December 8, 2022 and inter alia, discussed inter-alia, reviewed the performance of non-independent directors and the Board as a whole, performance of Chairman of the Company 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.

All three (3) Independent Directors as on December 8, 2022 i.e. Mr. Ajay Gupta (DIN:03644871), Mr. Ankur Chouksey (DIN:08703922) and Mrs. Shalini Mathur (Din:08386168) were present in the meeting.

(e) The details of Directorships, relationship inter-se, shareholding in the Company, number of Directorships and Committee Chairmanships/Memberships held by them in other public companies as on March 31, 2023 are detailed below:

Sl No	Name of the Director and Director Identification Number (DIN)	Nature of Directorship	Relationship with each other	Directorship held in listed Companies and category of Directorship	Directorship in other public Companies*	Membership and Chairmanship of the Committees of the Board of Companies**		No. of shares held in the Company along with % to the paid up share capital of the Company
						No. of memberships in committees	No. of post of Chairman in committees	
1	Kishore Gupta (DIN:00014205)	Chairman & Managing Director	Brother of Rakesh Gupta and father of Mayank Gupta.	1. Star Delta Transformers Limited- (Promoter, Executive Director)	NIL	NIL	NIL	586260 (19.54%)
2	Rakesh Gupta (DIN:00014139)	CFO & Whole time Director	Brother of Kishore Gupta	1. Star Delta Transformers Limited- (Promoter, Executive Director)	NIL	2	NIL	563940 (18.80%)
3	Mr. Mayank Gupta (DIN:00244850)	Executive Director	Son Of Kishore Gupta	1. Star Delta Transformers Limited- (Promoter, Executive Director)	NIL	NIL	NIL	428300 (14.28%)
4	Mrs. Shalini Mathur (Din:08386168)	Women Independent Director	No inter-se relationship with any of the Director	1. Star Delta Transformers Limited- (Non executive, Independent Director)	NIL	1	NIL	1,000 (0.03%)
5	Mr. Ajay Gupta (DIN:03644871)	Independent Director	No inter-se relationship with any of the Director.	1. Star Delta Transformers Limited- (Non-executive, Independent Director)	NIL	1	1	1000 (0.03%)
6	Mr.	Independent	No inter-	1. Star Delta	NIL	2	1	NIL

Ankur Chouksey (DIN:08703922)	Director	se relationship with any of the Director	Transformers Limited- (Non-executive, Independent Director)				
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**Excludes directorship in private companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.*

*** In accordance with Regulation 26 of the SEBI (LODR) Regulations, 2015, Membership(s) /Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (including Star Delta Transformers Limited) have been considered, excludes memberships and chairmanships in private companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013.*

None of the Directors of the Company is:

- a) a Director in more than 10 (ten) public limited companies - As per Section 165 of the Act;
- b) a Director in more than 7 (seven) listed companies – As per Regulation 17A of the SEBI (LODR) Regulations, 2015;
- c) an Independent Director in more than 7 (seven) listed companies OR 3 (three) listed companies (in case he / she serves as a Whole Time Director / Managing Director in any listed Company) - As per Regulation 17A of the SEBI (LODR) Regulations, 2015;
- d) a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees across all the Indian public limited companies in which he / she is a Director-As per Regulation 26 of the SEBI (LODR) Regulations, 2015.

(f) Web Link of Familiarisation Programme:

The details of the familiarisation programme of the Independent Directors are available on the website of the Company <https://www.stardeltatransformers.com/other-disclosures>

(g) Key Board qualifications, expertise and attributes:

The Company's core business(es) include Manufacturing, repairing and dealing in Transformers, insulating material and generally electrical plant, machinery and appliances and manufacturing or generating solar power.

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's aforesaid business(es) for it to function effectively and those available with the Board as a whole.

1. Technical and mechanical Knowledge: As the Company's Business is Manufacturing of Transformers and Solar Power, the key Skill Required in the Board is Technical and Mechanical Knowledge. Mr. Kishore Gupta, Managing Director of the Company is a B.E. Electrical and had a vast Experience of more than 37 years in this field.

2. Sales & Marketing: Experience in sales and marketing management based on understanding of the consumer & consumer goods industry

3. Financial skills: Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc.

4. General management/Governance: Strategic thinking, decision making and protect interest of all stakeholders

5. Depth Understanding of the Market conditions.

The details of skills / expertise / competence possessed by Directors are given below:

S No.	Name of the Directors/ Skills	Technical and mechanical Knowledge	Sales & Marketing	Financial skills	General management/Governance	Depth Understanding of the Market conditions
1.	Kishore Gupta (DIN: 00014205)	✓	✓	✓	✓	✓
2.	Rakesh Gupta (DIN:00014139)	✓	✓	✓		✓
3.	Mr. Mayank Gupta (DIN: 00244850)	✓	✓	✓	✓	✓
4.	Mr. Ajay Gupta (DIN:03644871)	✓		✓	✓	✓
5.	Mr. Ankur Chouksey (DIN:08703922)			✓	✓	✓
6.	Mrs. Shalini Mathur (Din:08386168)			✓	✓	

III. AUDIT COMMITTEE

The terms of reference of the Audit Committee are wide and in line with the regulatory requirements of Section 177 of the Act and Part C of Schedule II and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), which are as follow:

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

- a) 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
 - b) Changes, if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party transactions
 - g) Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. 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;
 7. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process and as may be delegated by the Board of Directors;
 8. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI (LODR) Regulations, 2015 and/or the applicable Accounting Standards and/or the Act.
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. 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;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. 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;
 16. 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;
 17. 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;
 18. To review the functioning of whistle blower mechanism (vigil mechanism);
 19. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimisation of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
 20. Approval of appointment of CFO after assessing the qualifications, experience and background etc of the candidate;
 21. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.

23. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
24. 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.
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

As on March 31, 2023, the Composition of Audit Committee was as follow:

Name of Member	Category	Status
Mr. Ajay Gupta (DIN: 03644871)	Non-executive, Independent Director	Chairman & Member
Mr. Ankur Chouksey (DIN:08703922)	Non-executive, Independent Director	Member
Mr. Rakesh Gupta (DIN:00014139)	Executive Director/ Promoter	Member

There are no changes in the Composition of the Audit Committee during the Financial Year 2022-23.

All the Members of the Audit Committee possess the requisite qualification for appointment as Members on the Committee and also sound knowledge of finance, accounting practices and internal controls.

During Financial year 2022-23, the Audit Committee Meetings were held Seven (7) times on 04/04/2022 , 12/05/2022 , 27/05/2022 , 11/06/2022 , 11/08/2022, 12/11/2022 and 10/02/2023. The Company Secretary and Compliance Officer acts as Secretary to the Audit Committee. The Board has accepted all the recommendations of the Audit Committee. Details of the attendance of the members of Audit Committee at the Audit Committee meetings held during the Financial Year 2022-23 are as follow:

Name of Member and Director Identification number (DIN)	Audit Committee Meetings Date						
	April 04 , 2022	May 12 , 2022	May 27 , 2022	June 11, 2022	August 11 , 2022	November 12 , 2022	February 12 , 2023
Mr. Ajay Gupta (DIN: 03644871)	✓	✓	✓	✓	✓	✓	✓

Mr. Ankur Chouksey (DIN:08703922)	✓	✓	✓	✓	✓	✓	✓
Mr. Rakesh Gupta (DIN:00014139)	✓	✓	✓	✓	✓	✓	✓

✓ Present x Absent NA- Not Applicable being not a member of the Committee at the time of meeting

The necessary quorum was present for all the meetings.

The previous Annual General Meeting (“AGM”) of the Company was held on September 29, 2022 and was attended by Mr. Ajay Gupta (DIN: 03644871), Chairman of the audit committee.

IV. NOMINATION AND REMUNERATION COMMITTEE

The terms of reference of the Nomination and Remuneration Committee are in line with the regulatory requirements mandated in the Act and Regulation 19 read with part D of Schedule II and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), which were as follow:

1. 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;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. 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;
5. 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;
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

*Explanation: Senior Management shall have the same meaning as defined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and

7. Carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under applicable law and as may be delegated by the Board of Directors.

As on March 31, 2023, the Composition of Nomination and remuneration Committee were as follow:

Name of Member	Category	Status
Mr. Ajay Gupta (DIN: 03644871)	Non-executive, Independent Director	Chairman & Member
Mr. Ankur Chouksey (DIN: 08703922)	Non-executive, Independent Director	Member
Mrs. Shalini Mathur (Din:08386168)	Non-executive, Women Independent Director	Member

There are no changes in the Composition of the Nomination and Remuneration Committee during the Financial Year 2022-23.

During Financial year 2022-23, the Nomination and remuneration Committee met 2 (Two) times on 11/08/2022 and 10/02/2023. Details of the attendance of the members of Nomination and remuneration Committee at the Nomination and remuneration Committee meetings held during the Financial Year 2022-23 are as follow:

Name of Member and Director Identification number (DIN)	Nomination and remuneration Committee Meetings Date	
	11/08/2022	10/02/2023
Mr. Ajay Gupta (DIN: 03644871)	√	√
Mr. Ankur Chouksey (DIN: 08703922)	√	√
Mrs. Shalini Mathur (Din:08386168)	√	√

Present *x Absent* *NA- Not Applicable being not a member of the Committee at the time of meeting.*

The necessary quorum was present for all the meetings.

The previous Annual General Meeting ("AGM") of the Company was held on September 29, 2022 and was attended by Mr. Ajay Gupta (DIN: 03644871), Chairman of the Committee.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Pursuant to the provisions of the Companies Act 2013 and the SEBI (LODR) Regulations, 2015, the performance evaluation of Independent Directors has been done by all Directors except Director being evaluated and performance evaluation of the Committees of the Board and individual Directors has been done by the entire Board of Directors as a whole.

The Structured Rating sheets for evaluation of Independent Directors, its own performance, and that of its committees and individual Directors were placed down before the Directors. Directors assigned the specific ratings in Rating Sheets after taking into consideration various aspects and vital feedback was received from them on how the Board currently operates and how it might improve its effectiveness. The Board of Directors has expressed its satisfaction with the evaluation process.

V. REMUNERATION OF DIRECTORS

(i) Remuneration Policy:

Pursuant to Section 178 and other applicable provisions of the Companies Act 2013 and SEBI (LODR) 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
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 concerning independence of directors."

Above policy has been also disseminated on the website of the Company at <https://www.stardeltatransformers.com/other-disclosures>

(ii) Details of remuneration paid to the Executive Director during the financial year ended March 31, 2023 are given below:-

Executive Director	Salary (p.a)(Amount in Rs.)	Pension	Perquisite	Bonus	Stock Option	Performance incentive	Commission	Total (Amount in Rs.)
Mr. Kishore Gupta (DIN: 00014205)	30,86,760*	-	2,35,012**	-	-	-	-	33,21,772
Mr. Rakesh Gupta (DIN:00014139)	20,57,856	-	-	-	-	-	-	20,57,856
Mr. Mayank Gupta (DIN: 00244850)	17,42,400	-	-	-	-	-	-	17,42,400

*salary includes basic pay +medical expenses +conveyance expenses to director

**Perquisite includes electricity bill + Medical insurance to director

No sitting fees were given to any Executive Directors during financial Year 2022-23.

(iii) Service Contract, notice period, severance fees:

1. Services of the Managing Director and Executive Director may be terminated by either party, giving the other party Three months' notice or the Company paying Three months' salary in lieu thereof. There is no separate provision for payment of severance pay.

Sitting Fees and Commission to the Non-Executive Directors:

All Non-Executive, Independent Directors were paid sitting fees for attending the Meetings of the Board of Directors, the details of which for the Financial Year 2022-23 are as under:-

S. No.	Non-Executive Directors	Commission	Conveyance	Payment of sitting fees for attending board meetings
3	Mrs. Shalini Mathur (Din:08386168)	--	--	13000/-
4	Mr. Ajay Gupta (DIN: 03644871)	--	--	18000/-
5	Mr. Ankur Chouksey (DIN: 08703922)	--	--	19000/-
	Total	--	--	50000/-

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

The Company has not granted any stock options to any of its Directors during the Financial Year 2022-23.

Details of equity shares of the Company held by the directors as on March 31, 2023 are given below:

Name	Number of Equity Shares
Mr. Kishore Gupta (DIN:00014205)	5,86,260
Mr. Rakesh Gupta (DIN:00014139)	5,63,940
Mr. Mayank Gupta (DIN: 00244850)	428300
Mrs. Shalini Mathur (DIN:08386168)	1,000
Mr. Ajay Gupta (DIN: 03644871)	1,000
Mr. Ankur Chouksey (DIN: 08703922)	Nil

VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE (STAKEHOLDERS' GRIEVANCE COMMITTEE)

The terms of reference of the Stakeholders' Relationship Committee (SRC) are in line with the regulatory requirements mandated in 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 (SEBI (LODR) Regulations, 2015), which are as follow:

1. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.”
5. Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law

As on March 31, 2023, the Composition of Stakeholder Relationship Committee were as follow:

Name of Member	Category	Status
Mr. Ankur Chouksey (DIN: 08703922)	Non-executive, Independent Director	Chairman & Member
Mrs. Shalini Mathur (Din:08386168)	Non-executive, Women Independent Director	Member
Mr. Rakesh Gupta (DIN: 00014139)	Executive Director/Promoter	Member

There are no changes in the Composition of the Stakeholders Relationship Committee during the Financial Year 2022-23.

During Financial year 2022-23, the Stakeholder Relationship Committee met 1 (one) time on 12/11/2022. Details of the attendance of the members of Stakeholder Relationship Committee at the Stakeholder Relationship Committee meeting held during the Financial Year 2022-23 are as follow:

Name of Member and Director Identification number (DIN)	Stakeholder Relationship Committee Meetings
	12/11/2022
Mr. Ankur Chouksey (DIN: 08703922)	✓
Mrs. Shalini Mathur (Din:08386168)	✓
Mr. Rakesh Gupta (DIN: 00014139)	✓

✓ Present x Absent NA- Not Applicable being not a member of the Committee at the time of meeting.

The necessary quorum was present for all the meetings.

The previous Annual General Meeting ("AGM") of the Company was held on September 29, 2022 and was attended by Mr. Ankur Chouksey (DIN: 08703922), Chairman of the Committee.

Ms. Itisha Agarwal is the Company Secretary and Compliance officer of the Company since October 30, 2021. Ms. Itisha Agarwal, Company Secretary & Compliance Officer is the Secretary to Stakeholders' Relationship Committee and attends all the Meetings of the Committee.

The details of Investor Complaints during the Financial Year 2022-23 are as follows:

Complaints outstanding as on 1st April, 2022	0
(+) Complaints received during the Financial Year ended 31st March, 2023	0
(-) Complaints resolved during the Financial Year ended 31st March, 2023	0
Complaints outstanding as on 31st March, 2023	0

There are no pending share transfers as on March 31, 2023.

VII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The terms of reference of the CSR Committee are in line with the regulatory requirements mandated in Section 135 of the Companies Act 2013, which are as follow:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act, 2013.
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
3. To monitor the CSR policy of the Company from time to time;
4. 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.

As on March 31, 2023, the Composition of Corporate Social Responsibility (CSR) Committee were as follow:

Name of Member	Category	Status
Mr.Kishore Gupta(DIN:00014205)	Executive Director/Promoter	Chairman & Member
Mr. Rakesh Gupta(DIN:00014139)	Executive Director/Promoter	Member
Mrs. Shalini Mathur (Din:08386168)	Non-executive, Women Independent Director	Member

There are no changes in the Composition of the Corporate Social Responsibility (CSR) Committee during the Financial Year 2022-23.

During Financial year 2022-23 the Corporate Social Responsibility (CSR) Committee met 1 (One) time on 27/01/2023. Details of the attendance of the members of Corporate Social Responsibility (CSR) Committee at the Corporate Social Responsibility (CSR) Committee meetings held during the Financial Year 2022-23 are as follow:

Name of Member and Director Identification number (DIN)	Corporate Social Responsibility Meetings Date
	January 27, 2023
Mr. Kishore Gupta (DIN:00014205)	✓
Mr. Rakesh Gupta (DIN:00014139)	✓
Mrs. Shalini Mathur (Din:08386168)	✓

✓ Present x Absent NA- Not Applicable being not a member of the Committee at the time of meeting.

The necessary quorum was present for all the meetings.

CSR POLICY:

Your Company has its CSR Policy uploaded on the company's website at <https://www.stardeltatransformers.com/other-disclosures>

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES:

As per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014, is prepared and same is annexed to the Board's Report as "Annexure A".

The details of amount budgeted, spent and unspent along with the reasons for not spending the allocated amount are included in the said report.

VIII. GENERAL BODY MEETINGS

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

YE A R	DATE & TIME	LOCATION	WHETHER SPECIAL RESOLUTION(S) WERE PASSED
2021 -22	September 29, 2022 at 12.00 p.m.	At the Registered Office at 92-A Industrial area Govindpura Bhopal 462023.	1. Re-appointment of Mr. Ankur Chouksey (DIN: 08703922) as an "Independent Director" of the Company for his 2nd Consecutive Term with effect from March 26 ,2023.
2020 -21	September 29, 2021 at 02.00 P.M	Meeting was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Venue of the meeting shall be deemed to be the registered office of the Company at 92-A, Industrial area, Govindpura, Bhopal-462023.	NIL
2019 -20	September 29, 2020 at 02.00 P.M	Meeting was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The Venue of the meeting shall be deemed to be the registered office of the Company at 92-A, Industrial area, Govindpura, Bhopal-462023.	<ol style="list-style-type: none"> 1. Appointment of Mr. Mayank Gupta (DIN:00244850) as an "Director" (Executive) of the Company and fixing his minimum remuneration. 2. Re-appointment of Mr. Kishore Gupta, (Din: 00014205) as a "Chairman and Managing Director" of the Company and fixing his minimum remuneration. 3. Reappointment of Mr. Rakesh Gupta (DIN: 00014139) as whole time Director and fixing his minimum remuneration. 4. To increase the limit for granting loan or advances, and to provide guarantee or Security under section 185 of Companies Act, 2013. 5. To increase the limit for granting loan or advances, and to provide guarantee or Security under section 186 of Companies Act, 2013.

IX. Postal Ballot held during the financial year 2022-23 and Procedure adopted for it.

No resolutions were passed through Postal Ballot during the Financial Year 2022-23. Further, resolutions are proposed to be conducted through Postal Ballot in the upcoming 47th AGM .

X. Extra ordinary General Meeting

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

XI. MEANS OF COMMUNICATION

The Company has a functional website i.e <https://www.stardeltatransformers.com/> .

In compliance with Regulation 46 of the SEBI (LODR) Regulations, 2015, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, IEPF related Communication, Board of Directors, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company.

The Quarterly and Annual Financial Results of the Company's performance are published in numerous leading English and Hindi Newspapers such as Business Standard, Hitavada, Haribhoomi. The Financial Results of the Company are also available on the websites of BSE Limited viz., www.bseindia.com.

The Company makes timely disclosures of necessary information to Bombay Stock Exchange (BSE) Limited in terms of the SEBI (LODR) Regulations, 2015 and other applicable rules and regulations issued by the SEBI. The Company also files electronically the Quarterly and Annual Financial Results, Corporate Governance Report, Shareholding Pattern, etc. through BSE Listing Centre.

Every year Company dispatched Annual Report to the Shareholders along with email communication. After the amendment made in SEBI LODR Regulations , company now dispatches annual report to only those shareholders whose email ids are not available / registered with company/RTA , Reminders are also sent to shareholders for registering their email ids, KYC, Dematerialization of shares, notice under IEPF etc as per the requirements and applicability under various laws.

XII. GENERAL SHAREHOLDERS' INFORMATION

A. GENERAL INFORMATION

Name of Company and Corporate Identification Number (CIN)	Star Delta Transformers Limited CIN: L31102MP1977PLC001393
Registrar of Companies (ROC)	Gwalior in the state of Madhya Pradesh.
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:	Friday, September 29, 2023 at 12.30 p.m.
Financial Year	April 1, 2022 to March 31, 2023
Book Closure	Friday, September 22, 2023 to Friday, September 29, 2023 (both days inclusive)
Dividend Payment Date	The Directors do not recommend any Dividend on Equity Shares for the financial year ended March 31, 2023.

Listing on Stock Exchanges	<p>The Equity Shares of Company are listed on Bombay Stock Exchange (BSE) Limited., Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Phones : 91-22-22721233/4, 91-22-66545695 Fax:91-22-22721919.</p> <p>The Company Stock Code is 539255 and ISIN Code is INE541K01014.</p> <p>The Company confirms that it has paid the Annual Listing Fees to BSE where the Company's Shares are listed.</p>
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B. MARKET PRICE DATA

(i) Monthly High/Low prices per share during the Financial Year 2022-23

Months	BSE		
	High (Rs.)	Low (Rs.)	Volume
April 2022	124	92.10	16.46 K
May 2022	131.20	92.40	13.90 K
June 2022	124.00	93.35	3.76 K
July 2022	123.00	99.80	5.15 K
August, 2022	126.00	96.70	10.00 K
September, 2022	143.40	102.80	15.57 K
October , 2022	142.80	106.20	12.37 K
November, 2022	174.00	110.30	21.38 K
December, 2022	129.85	110.05	18.29 K
January, 2023	144.75	114.00	20.13 K
February, 2023	172.00	120.10	32.42 K
March, 2023	158.95	128.30	11.95 K

Source: https://in.investing.com/equities/star-delta-transformers-ltd-historical-data?end_date=1680201000&st_date=1648751400&interval_sec=monthly

(ii) Company's Share Performance compared to BSE Sensex for F.Y. 2022-23:

Months	Company's Monthly Close	BSE Monthly Sensex Close
April 2022	103.00	57060.87
May 2022	119.10	55566.41
June 2022	107.00	53018.94
July 2022	109.05	57570.25
August, 2022	103.00	59537.07

September, 2022	114.10	57426.92
October , 2022	130.05	60746.59
November, 2022	116.60	63099.65
December, 2022	119.60	60840.74
January, 2023	140.10	59549.90
February, 2023	134.50	58962.12
March, 2023	139.95	58991.52

Source: https://www.moneycontrol.com/stocks/histstock.php?sc_id=SDT02&mycomp=Star%20Delta%20Transformers
& <https://www.bseindia.com/Indices/IndexArchiveData.html>

C. The Securities of the Company are not suspended from trading on the stock exchanges.

D. Registrar & Share Transfer Agent

Link Intime India Private Limited ("Link Intime")

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

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

Phone: 1800 1020 878

Fax: 022 - 4918 6060

E. Share Transfer System

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, has mandated that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019, except in case of transmission and transposition of securities. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

For shares transferred in electronic form, after confirmation of sale/purchase transaction from the broker, shareholders should approach the depository participant with a request to debit or credit the account for the transaction. The depository participant will immediately arrange to complete the transaction by updating the account. There is no need for separate communication to register the share transfer.

F. Distribution of Shareholding as at the Financial year ended March 31, 2023:

Distribution of Shareholding (Rupees) Report Type - All(NSDL+CDSL+PHYSICAL)					
Sr_No	Shareholding of Nominal Value of Rs	Number of Shareholders	% of Total Shareholders	Share Amount (Rs)	% of Total Share Amount
1	1 to 5000	620	79.8969	614290	2.0475
2	5001 to 10000	63	8.1186	554590	1.8485
3	10001 to 20000	35	4.5103	517750	1.7257
4	20001 to	18	2.3196	455400	1.5179

	30000				
5	30001 to 40000	6	0.7732	213470	0.7115
6	40001 to 50000	8	1.0309	357270	1.1908
7	50001 to 100000	9	1.1598	598100	1.9935
8	100001 to 9999999999	17	2.1907	26691130	88.9645
	TOTAL :	776	100	30002000	100

Note: The details given above are as per BENPOS received from M/s. Link Intime India Pvt. Ltd, Registrar and Share Transfer Agent for Financial year ended March 31, 2023.

G. Shareholding pattern as on March 31, 2023.

Category of Shareholders	No. of Shares held at the end of the year (31-03-2023)			
	Demat	Physical	Total	% of Total Shares
A. Promoters				
(1) Indian				
(a) Individual/ HUF	2189800	0	2189800	72.9884
b) Central Govt/State Govt	0	0	0	0
c) Banks/FI	0	0	0	0
d) Any Other				
e) Bodies Corp.	60000	0	60000	1.9999
Sub-total (A) (1):-	2249800	0	2249800	74.9883
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	74.9883
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) FIIs	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				
b) Individuals				
Individual shareholders holding nominal share capital upto Rs.1 lakh	272552	13203	285755	9.5245
Individual shareholders holding nominal share capital in excess of Rs 1 lakh	430813	0	430813	14.3595
NBFCs registered with RBI	0	0	0	0
Employee trusts	0	0	0	0
Overseas depositories	0	0	0	0
c) Others (specify)				
NRI Individuals (Non Rep.)	1167	0	1167	0.0389
NRI (Repatriation)	1182	0	1182	0.0394
Hindu undivided family	16745	0	16745	0.5581
Clearing member	49	0	49	0.0016
Body corporate	2751	0	2751	0.0917
Investor Education and Protection Fund (IEPF)	6613	0	6613	0.2204
Directors and their relatives	3725	1600	5325	0.1775
Sub-total(B)(2):-	735597	14803	750400	25.011
Total Public Shareholding (B)=(B)(1)+ (B)(2)	735597	14803	750400	25.011
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0
Grand Total (A+B+C)	2985397	14803	3000200	100

Note: The details given above are as per BENPOS received from M/s. Link Intime India Pvt. Ltd, Registrar and Share Transfer Agent for Financial year ended March 31, 2023.

H. Shares held in Physical and Dematerialized Form:

As on March 31, 2023, 2985397 Equity Shares representing 99.51% of the Company's Equity Share Capital are in dematerialized form.

NSDL	2737734	91.25%
CDSL	247663	08.26%
Physical	14803	00.49%

Total	3000200	100.00%
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Note: The details given above are as per BENPOS received from M/s. Link Intime India Pvt. Ltd, Registrar and Share Transfer Agent for Financial year ended March 31, 2023.

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

The Company has not issued or nor has any outstanding GDRs/ ADRs/ Warrants/Convertible Instruments as on March 31, 2023.

J. Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities:

There is no Foreign Activities/Transactions during Financial Year 2022-23 and the Company also does not enter into any derivative instruments for speculative purposes.

K. Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad:

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2023. Hence, No credit Rating is required to be taken by Company.

XIII. OTHER DISCLOSURES

a) Related Party Transactions

All Related Party Transactions entered into by your Company during the Financial Year 2022-23 were on arm's length basis and in the ordinary course of business. There were no materials significant Related Party Transactions entered into by the Company which may have a potential conflict with the interest of the Company. Accordingly, as per provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, disclosure of Related Party Transactions in Form AOC-2 is not applicable.

The Company has given loan to Majestic Leasing Company Private Limited under Section 185 of Companies Act, 2013, approval of which had been taken from the Members of the Company by passing Special Resolution in their 43rd and 44th Annual General meeting.

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. All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on dealing with and Materiality of Related Party Transactions, formulated by the Company.

Attention of the Shareholders is also drawn to the disclosure of transactions with Related Parties as set out in Note No. 30 of the Standalone Financial Statements, forming part of the Annual Report.

The policy on materiality of related party transactions as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been updated on 12/02/2022 and is available on the company's website at www.stardeltatransformers.com at the web link <http://www.stardeltatransformers.com/other-disclosures.php>

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

Company incurred a penalty under Regulation 29(2)/29(3) i.e. Delay in furnishing prior intimation about the meeting of the board of directors for September Quarter 2022 for which the Company paid Rs 11800/- as penalty in the year 2022-23 .

Other than that there has not been any non-compliance by the Company and no penalties or structures were imposed on the Company by the Stock Exchange(s) or the Securities and Exchange Board of India (SEBI) or any statutory authority, on any matter related to capital markets, during the last 3 (three) years.

c) Whistle Blower Policy (vigil mechanism)

The company has established Vigil Mechanism through its whistle Blower Policy approved and adopted by Board of Directors in Compliance with Section 177 of the Companies Act, 2013, and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Vigil Mechanism provides a proper platform to the directors and employees to report their genuine concerns or any instances of illegal or unethical practices, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and disclosure/leak of unpublished price sensitive information to audit Committee or its Chairman.

The Policy also provides adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. During F.Y 2022-23, No incidents has been reported under Whistle Blower Policy. No personnel of the Company were denied access to the Audit Committee.

The Whistle Blower Policy of the Company can be accessed at website of the Company at <https://www.stardeltatransformers.com/other-disclosures>

d) Details of Compliance with mandatory requirements and adoption of the non mandatory requirements :

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. Your Company has adopted the following discretionary requirement as specified in Part E of Schedule II of the SEBI Listing Regulations. The status of your Company's compliance with the said non-mandatory discretionary recommendations is provided below:

a. Reporting of Internal auditor: The Internal Auditor of the Company directly reports to the Audit Committee.

e) Subsidiary Companies OR Material Non-Listed Subsidiary Company:

The Company does not have any Subsidiary or any Material Non-Listed Subsidiary Company.

f) Details of Utilization of Funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of the SEBI (LODR) Regulations, 2015:

During the Financial Year (F.Y.) 2022-23, The Company has not raised funds through preferential allotment or qualified institutional placement.

g) Disclosure about instances where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, during the Financial Year 2022-23:

During the Financial Year (F.Y.) 2022-23, there were no instances reported / recorded, where the Board of Directors of the Company did not accept any recommendation(s) of any of its Committees.

h) Total fees paid to Statutory Auditors of the Company

The Company has paid Total fees of Rs. 1,00,300 (Rupees one lakh Three Hundred only) to M/s. A.K. Khabya, Chartered Accountants, statutory auditor of the Company for financial year 2022-23 for all services given by them.

i) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited. Your Company has formed an Internal Complaints Committee ("ICC") pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the said Act"). The details of complaints with the ICC during the Financial Year 2022-23 are as follows:

- a. Number of Complaints pending as at the beginning of the Financial Year: NIL
- a. Number of complaints filed during the financial year: NIL
- b. Number of complaints disposed of during the financial year: NIL
- c. Number of complaints pending as on end of the financial year: NIL

The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the Rules framed thereunder.

j) Public, Rights and Other Issues:

There were no Public, Rights and Other Issues during the Financial Year 2022-23.

k) 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.

l) CEO and CFO Certification:

Mr. Kishore Gupta, Managing Director and Mr. Rakesh Gupta, Chief Financial Officer, have issued the Certificate in accordance with 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 with regard to Quarterly and Annual Financial Statements for the Financial Year ended March 31, 2023.

m) 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.

n) Management Discussion And Analysis Report:

The Management Discussion and Analysis Report for the Financial Year 2022-23 forms a part of this Annual Report.

o) Disclosure of Accounting Treatment in Preparation of Financial Statements:

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.

p) 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 and with all the amendments as come into effect thereafter.

q) Compliance with Secretarial Standards:

The Institute of Company Secretaries of India (ICSI), a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with the applicable Secretarial Standards.

r) SEBI Complaints Redressal System (SCORES):

The investor complaints are processed in a centralised web-based complaints redressal system. The salient features of this system are:

1. Centralised database of all complaints;
2. Online upload of Action Taken Reports (ATRs) by concerned companies; and
3. Online viewing by investors of actions taken on the complaint and its current status.

s) Non-Compliance of any Requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the SEBI (LODR) Regulations, 2015:

The Company has complied with all the requirements in this regard, to the extent applicable.

t) Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the SEBI (LODR) Regulations, 2015:

Regulation	Particulars	Compliance Status (Yes/No/N.A.)
17	Board of Directors	Yes
17A	Maximum number of Directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of Listed entity	NA
24A	Secretarial Audit of Company	Yes
	Secretarial Audit Report of Material Subsidiary	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations of employees, senior management, KMP, Directors and Promoters	Yes
27	Other Corporate Governance Requirements	Yes
	Website	Yes
46(2)(a)	details of its business	Yes
46(2)(b)	terms and conditions of appointment of independent directors	Yes
46(2)(c)	composition of various committees of board of directors	Yes
46(2)(d)	code of conduct of board of directors and senior management	Yes

	personnel	
46(2)(e)	details of establishment of vigil mechanism/ Whistle Blower policy	Yes
46(2)(f)	criteria of making payments to non-executive directors	Yes
46(2)(g)	policy on dealing with related party transactions	Yes
46(2)(h)	policy for determining 'material' subsidiaries	NA
46(2)(i)	details of familiarization programmes imparted to independent directors	Yes

u) Code of Conduct

Regulation 17(5) of the SEBI (LODR) 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>). All the Board members and Senior Management personnel have affirmed compliance with the code for the year ended March 31, 2023. A declaration to this effect signed by the Managing Director is annexed as "ANNEXURE-A" to this Corporate Governance Report.

v) Compliance Certificate on Corporate Governance::

As per Regulation 34 and Schedule V of SEBI (LODR) Regulations, 2015, the Certificate issued by M/s. Piyush Bindal & Associates, Company Secretaries, regarding compliance with the conditions of Corporate Governance for the Financial Year 2022-23 is annexed as "ANNEXURE-B" to this Corporate Governance Report.

w) Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) / Ministry of Corporate Affairs (MCA) or any such Statutory Authority:

Pursuant to the provisions of Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015, the Company has obtained a Certificate from M/s. Piyush Bindal & Associates, Company Secretaries certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority. The said Certificate is annexed as "ANNEXURE-C" to this Corporate Governance Report.

x) Annual Secretarial Compliance Report

The Company has obtained an Annual Secretarial Compliance Report for the financial year ended March 31, 2023 from M/s. Piyush Bindal & Associates, Company Secretaries, in compliance with the Regulation 24A of the SEBI (LODR) Regulations, 2015 and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019. The said Report for the financial year ended March 31, 2023 has been submitted to the Stock Exchanges within the prescribed statutory timelines.

The Annual Secretarial Compliance Report is unmodified i.e. they do not contain any qualification, reservation or adverse remark.

XIV. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

a) Shares In Suspense Account:

There are no shares in suspense account.

b) Shares in unclaimed suspense account

There are no shares in unclaimed suspense account.

c) Transfer to investor education and provident fund:

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

During the year under review, the Company in compliance with the aforesaid provisions and the said Rules, has transferred ₹ 26989/- to Investor Education and Protection Fund ("IEPF") for the Financial Year 2014-15.

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

There is a separate section under Company's Website to disseminate all Information in relation to IEPF such as Unpaid and Unclaimed Dividend, Shares transferred or liable to be transferred, advertisement, notices etc. Details of the same can be accessed from the website of the company at <http://www.stardeltatransformers.com/iepf.php>. The Company has uploaded the Shareholder wise details of said unpaid and unclaimed amounts lying with the Company as on March 31, 2023 on the website of the Company at: <http://www.stardeltatransformers.com/iepf.php>

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

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

Telephone No.: +91-755-2586680

d) Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspense Account:

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

The Company in compliance with the aforesaid provisions and the said Rules has transferred 3028 (Three Thousand and Twenty Eight only) Equity Shares of the Face Value of ₹ 10/- each belonging to 13 (Thirteen) Shareholders underlying the unclaimed dividends for the Financial Year 2014-15 to Investor Education and Protection Fund (IEPF) authority.

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

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

XV. Compliance Officer:

Ms. Itisha Agarwal is the Company Secretary and Compliance officer of the Company.

XVI. Address of Correspondence

Star Delta Transformers Limited.
92-A Industrial Area Govindpura, Bhopal M.P.462023

**For & on behalf of the Board of Directors of
Star Delta Transformers Limited**

Date: August 11, 2023

Place: Bhopal

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

**Rakesh Gupta
Whole Time Director
(DIN:00014139)**

PRACTICING COMPANY SECRETARIES COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
STAR DELTA TRANSFORMERS LIMITED
CIN: L31102MP1977PLC001393
92 A, Industrial Area, Govindpura, Bhopal-462023 MP IN

I have examined the compliance of the conditions of Corporate Governance by **Star Delta Transformers Limited** ("the company") for the Financial Year ended on March, 31 2023 as stipulated under Regulations 17 to 27 clauses (b) to (i) of sub-regulations (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me, and the representation made by the management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the Financial Year ended on March 31, 2023.

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

This Certificate is issued solely for the purpose of the complying with aforesaid Listing Regulations and may not be suitable for any other purpose.

For M/s PIYUSH BINDAL & ASSOCIATES
"Company Secretaries"

CS Piyush Bindal
(Proprietor)
M. No. FCS-6749 CP No. 7442
Peer Review Cert. No.: 922/2020
Firm's Registration No. S2012MP186400
UDIN: F006749E000725060
Date: 02.08.2023
Place: Bhopal

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

STAR DELTA TRANSFORMERS LIMITED

CIN: L31102MP1977PLC001393

92 A, Industrial Area, Govindpura, Bhopal-462023 MP IN

We have examined the following documents;

- i. Declaration of non-disqualification as required under Section 164 of Companies Act, 2013 ('the Act');
- ii. Disclosure of concern or interests as required under Section 184 of the Act; (hereinafter referred to as 'relevant documents'),

as submitted by the Directors of **Star Delta Transformers Limited** bearing CIN: **L31102MP1977PLC001393** and having Registered Office at **92-A, Industrial Area, Govindpura Bhopal 462023 MP IN** (hereinafter referred to as 'the Company'), to the Board of Directors of the Company ('the Board') for the Financial Year 2023-24. We have considered non-disqualification to include non-debarment.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Based on our examination of relevant documents made available to us by the Company and such other verifications carried out by us as deemed necessary and adequate, in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we certify that as at the end of the Financial Year March 31, 2023 none of the Directors on the Board of the Company, as listed hereunder, have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority:

Sr. No.	Name of the Director	Director Identification Number (DIN)
1.	Mr. Rakesh Gupta	00014139
2.	Mr. Kishore Gupta	00014205
3.	Mr. Ajay Gupta	03644871
4.	Mrs. Shalini Mathur	08386168

5.	Mr. Ankur Chouksey	08703922
6.	Mr. Mayank Gupta	00244850

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended March 31, 2023.

For M/s PIYUSH BINDAL & ASSOCIATES
"Company Secretaries"

CS Piyush Bindal
(Proprietor)
Membership No. FCS-6749
CP No. 7442
Peer Review Cert. No.: 922/2020
Firm's Registration No. S2012MP186400
UDIN: F006749E000725038

Date: 02.08.2023

Place: Bhopal

STAR DELTA TRANSFORMERS LIMITED



CIN: L31102MP1977PLC001393

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

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

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

ANNEXURE-A TO CORPORATE GOVERNANCE REPORT

DECLARATION BY MANAGING DIRECTOR WITH RESPECT TO COMPLIANCE WITH CODE OF CONDUCT OF THE COMPANY

As required by Regulation 34(3) read with Schedule V(D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of Star Delta Transformers Limited,

I, the undersigned, hereby declare that all the members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the code of conduct laid down and adopted by the Company in this regard, during the financial year ended March 31, 2023.

Date: May 26, 2023

Place: Bhopal

For Star Delta Transformers Limited

Kishore Gupta
Chairman & Managing Director

INDEPENDENT AUDITOR'S REPORT

To

THE MEMBERS OF STARDELTA TRANSFORMERS LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **STARDELTA TRANSFORMERS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Statement of Cash Flows for the year then ended, and notes to the Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the 'Ind AS Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 as amended ('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, 2023, its Profits, including other comprehensive income, changes in equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Ind AS financial Statements of the current year. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Ind As Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual report, Board's Report including Annexure to the Board's Report, Business Responsibility Report, Corporate Governance and Report on CSR activities, and Shareholders information but does not include the Ind As financial statements and our auditor's report thereon.

Our opinion on the Ind As financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind As Financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind As financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Ind As Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these Ind As financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind As financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of Ind As Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind As financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind As financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind As financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the

related disclosures in the Ind Asfinancial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the Ind Asfinancial statements, including the disclosures, and whether the Ind Asfinancial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the advance consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure – A**" a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

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 (including other comprehensive income) the statement of changes in equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Ind As financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as March 31, 2023 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**”.

(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 including derivative contracts for which there were any material foreseeable losses as at 31st March, 2023;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of it’s knowledge and belief, other than as

disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

(v) The company has not declared or paid any dividend during the financial year within the purview of compliance with Section 123 of the Act.

(vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

3. With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration for the year ended 31st March, 2023 has been paid/provided by the company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

For **A.K.Khabya & Co.**
Chartered Accountants
Firm Reg.No. 01994C

Place : Bhopal
Date : 26th May, 2023
UDIN : 23074051BGTWGI9607

M N G Pillai
Partner
M No. 074051

Annexure “A” to the Independent Auditor’s Report

{Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our Independent Auditor’s Report of even date to the members of **Star Delta Transformers Limited** }

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

(b) As explained to us, the Company has physically verified Property, Plant and Equipment as per the program of verification to cover all the items of Property, Plant and Equipment in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company and as represented by the management, the company does not hold any immovable properties other than properties where the Company is the lessee and lease agreements are duly executed in favour of the lessee.

(d) The Company has not revalued any of its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the Order are not applicable to the company.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated during the year or are pending against the company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- (ii) (a) As per the information and as explained to us by the Company, physical verification of inventory has been conducted by the management at reasonable

intervals during the year and in our opinion the coverage and procedure of such verification is appropriate. As per the information and explanations given to us and based on examination of records no material discrepancies were noticed on physical verification compare to book records by the management.

(b) During any point of time of the year, the Company has not been sanctioned working capital limits in excess of ` 5 Crores in aggregate from banks or financial institutions on the basis of security of current assets of the Company. Therefore provisions of Clause 3(iii) of the Order are not applicable to the Company.

(iii) (a) According to information and explanation are given to us, during the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties, except unsecured loan to two parties as under :-

(` in Lakhs)

Particulars	Loans
Amount provided/ granted during the year-Related Party	1250.00
Amount provided/ granted during the year-others	0.00
Balance outstanding as at Balance sheet date in respect of above cases-Related Party	2150.00
Balance outstanding as at Balance sheet date in respect of above cases-Others	165.00

(b) According to information and explanation are given to us, and based on the audit procedures conducted by us; the terms and conditions of the loans or advance granted during the year are not prima facie prejudicial to the company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of records of the Company, in the case of loans given, in our opinion the repayment of the principal and payment of interest wherever stipulated have been regular.

(iv) In our opinion and according to the information and explanations given to us, the company, to the extent applicable, has made compliance of Section 185 and section 186 of the Act.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the same.

(vii) According to the information and explanations given to us, in respect of statutory dues:-

(a) The Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it, to the appropriate authorities. Further, no undisputed amounts payable in respect of such statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the company examined by us, the following statutory dues were outstanding on account of dispute as on 31st March, 2023:-

Name of the Statute	Nature of Demand	Amount of demand unpaid as on 31/03/2023 (Rs.) (In Lakhs.)	Period to which the amount relates (Assessment Yr)	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax and/or interest	0.85	2015-16	Appellate Authorities
Central Sales Tax Act	CST	1.51	2015-16	Comm. Commercial Tax, Bhopal
Central Sales Tax Act	CST	4.22	2014-15	Comm. Commercial Tax, Bhopal
Central Sales Tax Act	CST	1.83	2012-13	Comm. Commercial Tax, Bhopal

(viii) In our opinion and according to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 (43 of 1961) as income during the year. Therefore, the provisions of Clause (viii) of paragraph 3 of the Order is not applicable to the Company.

(ix) (a) According to records of the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in payment of interest to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us and on an overall examination of the Ind As financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provisions of Clause (x)(a) of paragraph 3 of the Order are not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the company has not made preferential allotment or private placement of shares during the year by conversion of preference shares in to equity shares and hence reporting under clause (x) b of the CARO 2016 Order is not applicable to the Company.

(xi) (a) 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 have been noticed or reported during the year.

(b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- (c) As represented to us by the management, no whistle blower complaints have been received during the year by the company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as per provisions of the Act. Accordingly, the requirement to report on Clause 3(xii)(a) to 3(xii)(c) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, all the transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. (Refer Note No. 30 to the Ind AS financial statements).
- (xiv) Based on the information and explanations provided to us company has an internal audit system commensurate with the size and nature of its business.
- (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 or persons connected with directors and hence paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of Clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of Clause 3(xvi)(b) of the Order is not applicable to the Company
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of Clause 3(xvi)(c) of the Order is not applicable to the Company
- (d) As per the information and explanations received, the group does not have any CIC as part of the group. Therefore, the provisions of Clause 3(xvi)(d) of the Order is not applicable to the Company
- (xvii) The company has not incurred cash loss in current financial year covered by the audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the company during the year. Therefore, the provisions of Clause 3(xviii) of the Order is not applicable to the Company.

- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts relating to earlier year, that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act.
- (b) Based on the information and explanations given to us by the management, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of the Act.
- (xxi) The company has no subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order is not applicable to the Company.

For **A.K.Khabya & Co.**
Chartered Accountants
Firm Reg.No. 01994C

Place : Bhopal
Date : 26th May, 2023
UDIN : 23074051BGTWGI9607

M N G Pillai
Partner
M No. 074051

**Annexure “B” to the Independent Auditor’s Report
Referred to in Paragraph 2(f) under “ Report on Other Legal and Regulatory
Requirements’) of our report of even date.
Report on the Internal Financial Controls 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, 2023 in conjunction with our audit of the Ind AS 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 depend 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 with reference to these Ind AS financial statements.

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 Ind AS 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 disposition of the company's assets that could have a material effect on the Ind AS 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, 2023, 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. 01994C

Place : Bhopal
Date : 26th May, 2023
UDIN : 23074051BGTWGI9607

M N G Pillai
Partner
M No. 074051

STAR DELTA TRANSFORMERS LIMITED

BALANCE SHEET AS ON MARCH 31, 2023

	NOTES	As on March 31, 2023		As on March 31, 2022	
(Amount in `)					
ASSETS					
Non-Current Assets					
Property, Plant and Equipment	2	51906115.74		56902414.87	
Capital Work in Progress		0.00		0.00	
Intangible Assets		0.00		0.00	
Other Intangible Assets		0.00		0.00	
Intangible assets under development		0.00		0.00	
Investment in subsidiaries		0.00		0.00	
Financial Assets					
Investment		0.00		0.00	
Loans		0.00		0.00	
Other financial assets	3	612000.00		1989464.00	
Income tax assets (net)	4	0.00		0.00	
Deferred tax assets (net)	11	0.00		0.00	
Other non-current assets		0.00		0.00	
Total non-current Assets			52518115.74		58891878.87
Current Assets					
Inventories	5	198408551.26		70498831.00	
Financial assets					
Trade Receivables	6	335848437.00		98679808.49	
Cash and cash equivalents	7	5227789.38		102827724.38	
Bank balances other than Cash and cash equivalents above	8	44118278.58		22566572.58	
Loans	9	192500000.00		237535000.00	
Other Financial assets		0.00		0.00	
Other Current assets	10	29690183.67		9929553.17	
Total Current Assets			805793239.89		542037489.62
TOTAL ASSETS			858311355.63		600929368.49
EQUITY AND LIABILITIES					
Amount in Rs.					
Equity					
Equity Share Capital	12	30002000.00		30002000.00	
Other Equity	13	595949374.52		538363033.44	
Total Equity			625951374.52		568365033.44
Liabilities					
Non-Current Liabilities					
Financial Liabilities					
Borrowings	14	0.00		1029765.70	
Lease Liabilities		0.00		0.00	
Provisions		0.00		0.00	
Deferred Tax Liabilities (net)	11	6062960.00		7100000.00	
Total Non current Liabilities			6062960.00		8129765.70
Current Liabilities					
Financial Liabilities					
Borrowings	15	25753330.46		6838486.92	
Trade Payables					
A.total Outstanding dues of micro enterprise and small enterprise	16	25191390.49		71865.00	
B. total Outstanding dues of creditors other then micro enterprise and small enterprise	16	156960785.82		783946.16	
Other Financial Liabilities	17	10920436.16		12255429.71	
Provisions		0.00		0.00	
Income tax liabilities (net)	4	7471078.18		4484841.56	
Other Current Liabilities		0.00		0.00	
Total Current Liabilities			226297021.11		24434569.35
Total Liabilities			232359981.11		32564335.05
Total Equity and Liabilities			858311355.63		600929368.49

0.00

0.00

The above balance sheet should be read in conjunction with the accompanying notes.

**For and on behalf of Board of Directors of
Star Delta Transformers Limited**

**As per our report of even date
For A K KHABYA & CO.**

Kishore Gupta
Chairman & Managing Director
DIN-00014205

Rakesh Gupta
CFO & Whole time Director
DIN - 00014139

Itisha Agarwal
Company Secretary
A67169

**Chartered Accountants
FRNo. 001994C**

**PLACE : BHOPAL
DATED : 26th May,2023
UDIN :- 23074051BGTWGI9607**

**CAM.N.G. PILLAI
PARTNER
Membership No.: 074051**

STAR DELTA TRANSFORMERS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31,2023

	NOTES	Amount in `	
		For the Year ended on March 31,2023	For the Year ended on March 31,2022
INCOME			
Revenue From Operations	18	843206673.23	367429532.00
Other Income	19	36519999.66	45791653.45
Total Income		879726672.89	413221185.45
EXPENDITURE			
Cost Of Materials Consumed	20	689853947.96	240555416.20
Changes in inventories of work-in-progress and finished goods & stock-in-trade	21	(104228029.00)	12232594.00
Goods and Service Tax/Excise Duty	22	129747000.00	55951186.46
Employee Benefits Expenses	23	21431060.00	17003183.30
Finance Costs	24	6509741.63	2377759.16
Depreciation And Amortisations Expenses	25	7789277.00	7991971.00
Other Expenses	26	51751345.77	24829284.87
Total Expenses		802854343.36	360941394.99
Profit Before Exceptional Items and Tax		76872329.52	52279790.46
Exceptional Item		0.00	0.00
Profit Before Tax		76872329.52	52279790.46
Income Tax Expenses			
Current Tax	27	20323028.44	16772596.19
Deferred Tax	27	(1037040.00)	(1000000.00)
Total tax expense		19285988.44	15772596.19
Profit / (Loss) For The Year after Tax		57586341.08	36507194.27
Other Comprehensive Income		0.00	0.00
Net Profit / (Loss) For The Year		57586341.08	36507194.27
Earnings Per Equity Shares for profit attributable to equity shareholders of Star Delta Transformers Limited	28		
Basic (in `)		19.19	12.17
Diluted (in `)		19.19	12.17

The above balance sheet should be read in conjunction with the accompanying notes.

For and on behalf of Board of Directors of
Star Delta Transformers Limited

Kishore Gupta
Chairman & Managing Director
DIN-00014205

Rakesh Gupta
CFO & Whole Time Director
DIN-00014139

As per our report of even date
For A K KHABYA & CO.

Chartered Accountants
Itisha Agarwal FRNo. 001994C
Company Secretary
A67169

PLACE : BHOPAL
DATED : 26th May,2023
UDIN -: 23074051BGTWGI9607

CA M.N.G. PILLAI
PARTNER
Membership No.: 074051

STATEMENT OF CHANGES IN EQUITY

Name of the Company :- STAR DELTA TRANSFORMERS LIMITED, BHOPAL

Statement of Changes in for the period Year ended March 31,2023

A. Equity Share Capital

Amount in `

Particulars	Balance as on 31.03.2023	Balance as on 31.03.2022
Balance at the beginning of the reporting period	30002000.00	30002000.00
Changes in equity share capital during the year	Nil	Nil
Balance at the end of the reporting period	30002000.00	30002000.00

B. Other Equity

Amount in `

	Share application money pending allotment	Equity component of compound financial instrument	Reserve and Surplus					Debt Instrument through other comprehensive Income	Equity Instrument through other comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange difference on translating the financial statement	Other items Other Comprehensive Income (Specify nature)	Money received against share capital	Total
			Capital Reserve	Securities Premium	Capital Redemption Reserve	Other Reserve (General Reserve)	Retained Earning								
Balance at the beginning of the reporting period	0.00	0.00	1031000.00	5712000.00	200000.00	520000000.00	11420033.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00	538363033.44
Changes in accounting policy or prior period errors	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Restated balance at the beginning of the reporting period	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total comprehensive	0.00	0.00	1031000.00	5712000.00	200000.00	520000000.00	11420033.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00	538363033.44

Income/ additions for the year	0.00	0.00	0.00	0.00	0.00	0.00	57586341.08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	57586341.08
Dividends	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Transfer to Other Reserves	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Any other change (to be specified)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance at the end of the reporting period	0.00	0.00	1031000.00	5712000.00	200000.00	520000000.00	69006374.52	0.00	0.00	0.00	0.00	0.00	0.00	0.00	595949374.52

Nature and purpose of reserves:

i) Security premium

Security premium is used to record the premium received on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

ii) General Reserve:

General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes.

iii) Capital redemption reserve

Capital redemption reserve was created for redemption of preference shares. The Company may utilise it in accordance with provisions of the Companies Act, 2013.

**For and on behalf of Board of Directors of
Star Delta Transformers Limited**

Kishore Gupta
Chairman & Managing Director
DIN-00014205

Rakesh Gupta
CFO & Whole Time Director
DIN - 00014139

Itisha Agarwal
Company Secretary
A67169

**PLACE : BHOPAL
DATED : 26th May, 2023**

**As per our report of even date
For A K KHABYA & CO.**

**Chartered Accountants
FRNo. 001994C**

**CA M.N.G. PILLAI
PARTNER
Membership No.: 074051**

STAR DELTA TRANSFORMERS LIMITED
CIN:L31102MP1977PLC001393
92-A, Industria Area, Govindpura, Bhopal-462023 (M.P.)
STATEMENT OF CASH FLOWS FOR YEAR ENDED ON MARCH 31, 2023

	Particulars	(` in Lacs)	
		For Financial year ended March 31, 2023	For Financial year ended March 31, 2022
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before tax and after Exceptional Item	768.72	522.80
	Adjustments for :		
	Depreciation and Amortisation	77.89	79.92
	(Gain) / Loss on sale of property, plant & equipment	(7.95)	(0.00)
	Finance cost	65.10	23.78
	Interest income	(343.29)	(252.15)
	Liabilities Written Back (Net)	(21.91)	0.00
	Operating Profit before Working Capital Changes	538.57	374.34
	Adjustments for :		
	Inventories	(1279.10)	123.48
	Trade receivable,current	(2371.69)	(8.40)
	Other current assets	(197.61)	52.05
	Other financial assets, non-current	13.77	0.00
	Trade payable,current	1788.33	(74.45)
	Other financial liabilities current	16.51	(64.69)
	Cash Generated From Operating Activities	(1491.21)	402.33
	Income tax paid (refund)	156.69	133.65
	Net Cash Generated from Operating Activities(a)	(1647.90)	268.68
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Proceeds from sale of Property ,Plant and Equipment	9.93	0.02
	Purchase of Property ,Plant and Equipment	(29.92)	(9.17)
	Interest Received	343.29	252.15
	Proceeds from Deposits redeemed	(215.52)	11.21
	Inter Corporate Deposit Deposits and Advance Given	450.35	4.00
	Net Cash (Used in) Investing Activities (b)	558.14	258.21
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Repayments of Borrowings	178.85	9.27
	Interest paid	(65.10)	(23.78)
	Net Cash (Used in) Financing Activities (c)	113.75	(14.50)
	Net Increase/(decrease) in cash and cash equivalents (a+b+c)	(976.00)	512.39
	Cash and cash equivalents at the beginning of the year	1028.28	515.89
	Cash and cash equivalents at the end of the year	52.28	1028.28

For Star Delta Transformers Limited

As per our report of even date

For A K KHABYA & CO.

Chartered Accountants

FRNo. 001994C

Kishore Gupta (DIN-00014205)
Chairman and Managing Director

CA M.N.G. PILLAI

PARTNER

Place : Bhopal

DATED : 26th May,2023

UDIN :- 23074051BGTWGI9607

Membership No.: 074051

STAR DELTA TRANSFORMERS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Note 1: Significant accounting policies **General Information**

Star Delta Transformers Limited ("the Company") is a public limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at "92-A, Sector - A, Industrial Area, Govindpura, Bhopal - 462023" The Company was incorporated under the Companies Act, 1956 on February 17, 1977. The Company is a manufacturer of distribution and power transformers.

Significant accounting policies

(a) Basis of preparation

- (i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind As) notified under Section 133 of the Companies Act, 2013 (the Act) read with [companies (Indian Accounting Standards) Rules, 2015] and Companies (Indian Accounting Standards) Amendment Rule 2016, Companies (Indian Accounting Standards) Amendment Rule 2018 and other relevant provisions of the Act.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current and non current as per the Company's normal operating cycle ascertained as 12 months for the purpose by the Company.

- (ii) Historical cost convention

The financial statements have been prepared on historical cost convention unless otherwise indicated.

(b) Key estimates and assumptions

In preparing these financial statements in accordance with Ind AS, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts in the balance sheet and statement of profit and loss, actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized prospectively.

Judgment, estimates and assumptions are required in particular for:

- (i) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

- (ii) Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

STAR DELTA TRANSFORMERS LIMITED

(c) Foreign currency translation

Function and presentation currency

Item included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Indian Rupee (₹) is the functional and presentation currency of the company.

Transaction and balances

Foreign currency transaction are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Foreign exchange differences regards as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance cost. All other foreign exchange gains and losses are presented in the statements of profit and loss on a net basis within loss on exchange rates & forward Exchange Contracts. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable after deduction of any trade discounts and net of returns, rebates, and any taxes or duties collected on behalf of the government which are levied on sales such as Sales Tax, VAT, Goods and Service Tax etc.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when significant risks and rewards of ownership in the goods are transferred to the buyer.

Income from services rendered is recognised based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably.

(e) Income tax

The income tax expenses or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

STAR DELTA TRANSFORMERS LIMITED

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(f) Financial Assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through statement of profit and loss), and
- those measured at amortised cost.

(ii) Initial recognition & measurement

At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the assets or has assumed an obligation to pay the received cash flows in full without material delay to a third party; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

(iv) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debts securities, deposits, and bank balance.

STAR DELTA TRANSFORMERS LIMITED

- **Trade receivables** - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on life time ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

(g) Financial liabilities

(i) Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered in to and the definitions of a financial liability and an equity instrument.

The Company classified all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

(ii) Initial recognition and measurement

Financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or cost that are integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

(h) Impairment of assets

Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(i) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM") of the company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Chief Operating Officer of the Company. The Company has identified Two segment i.e. Manufacturing & distribution of electrical transformers and production & supply of solar power as reporting segment based on the information reviewed by CODM.

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(j) Inventories

Raw materials and stores, work in progress, traded and finished goods

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average price. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(k) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II of the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

(l) Intangible assets

Company has no intangible assets.

(i) Research and development

Revenue expenditure on research & development is charged to the statement of Profit and Loss of the year in which it is incurred.

(m) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

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(n) Provisions

Provisions for legal claims, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

(o) Employee benefits

(i) Short term obligations

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to accrue.

(iii) Post-employment obligations:-

The company operated the followings post-employment schemes:

- (a). Defined benefits plans such as gratuity, and
- (b). Defined contribution plan such as provident fund.

Gratuity obligations

The following post - employment benefit plans are covered under the defined benefit plan:

Gratuity :

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Company has a scheme with Life Insurance Corporation of India for payment of gratuity liability. The annual premium paid/payable as per the actuarial calculation made by the agency is charged as an expense to the statement of profit and loss. The Company has no further defined obligation beyond the contribution.

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Defined contribution plan

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for a defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(p) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(q) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at the banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(r) Earning per share

(i) Basic earning per share

Basic earning per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(i) Diluted earning per share

Diluted earning per share adjusted the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(s) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to rupees in lakhs as per the requirement of schedule III, unless otherwise stated.

STAR DELTA TRANSFORMERS LIMITED

Note 2 : Property, Plant & Equipments and Capital Work-in progress

(Amount in `)

Particulars	Leasehold Land	Land (Solar Plant)	Building & Shed	Building & Shed Unit II	Plant & Machinery	Plant & Machinery Unit II	Plant & Machinery Solar Power	Electrical Installation	Electrical Installation Unit II	Office Equipment	Furniture & Fixtures	Vehicle	Computer	Total Property, Plant & Equipment	Capital Work-in progress
Deemed cost (Gross carrying value)															
Balance as at April 1, 2021	34378.84	1062500.00	13701226.41	27864412.00	28560957.93	8381060.00	44061800.00	2656417.26	587674.00	1605590.89	2431868.79	22447614.00	1592548.56	154988048.68	0.00
Additions	0.00	0.00	0.00	0.00	707395.00	0.00	0.00	30000.00	0.00	9322.03	0.00	71900.00	98621.72	917238.75	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	39456.00	0.00	39456.00	0.00
Balance as at March 31, 2022	34378.84	1062500.00	13701226.41	27864412.00	29268352.93	8381060.00	44061800.00	2686417.26	587674.00	1614912.92	2431868.79	22480058.00	1691170.28	155865831.43	0.00
Balance as at April 1, 2022	34378.84	1062500.00	13701226.41	27864412.00	29268352.93	8381060.00	44061800.00	2686417.26	587674.00	1614912.92	2431868.79	22480058.00	1691170.28	155865831.43	0.00
Additions	0.00	0.00	0.00	0.00	2534016.50	0.00	0.00	0.00	0.00	320251.96	37234.41	100000.00	0.00	2991502.87	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3970449.00	0.00	3970449.00	0.00
Balance as at March 31, 2023	34378.84	1062500.00	13701226.41	27864412.00	31802369.43	8381060.00	44061800.00	2686417.26	587674.00	1935164.88	2469103.20	18609609.00	1691170.28	154886885.30	0.00
Accumulated Depreciation	0.00	0.00	7299728.41	9819889.00	21704617.77	5637769.00	25730902.00	2406965.86	533557.00	1371815.17	2053269.79	12863593.00	1586821.56	91008928.56	0.00
Depreciation for the year 2021-22	0.00	0.00	381680.00	903554.00	1150540.00	579002.00	2687969.00	29028.00	24737.00	63209.00	215956.00	1913883.00	42413.00	7991971.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	37483.00	0.00	37483.00	0.00
Balance as at April 1, 2022	0.00	0.00	7681408.41	10723443.00	22855157.77	6216771.00	28418871.00	2435993.86	558294.00	1435024.17	2269225.79	14739993.00	1629234.56	98963416.56	0.00
Depreciation for the year	0.00	0.00	378521.00	903554.00	1050208.00	579002.00	2687969.00	29024.00	0.00	110463.00	99230.00	1920100.00	31206.00	7789277.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3771924.00	0.00	3771924.00	0.00
Balance as at March 31, 2023	0.00	0.00	8059929.41	11626997.00	23905365.77	6795773.00	31106840.00	2465017.86	558294.00	1545487.17	2368455.79	12888169.00	1660440.56	102980769.56	0.00
Carrying amount as at March 31, 2022	34378.84	1062500.00	6019818.00	17140969.00	6413195.16	2164289.00	15642929.00	250423.40	29380.00	179888.75	162643.00	7740065.00	61935.72	56902414.87	0.00
Carrying amount as at March 31, 2023	34378.84	1062500.00	5641297.00	16237415.00	7897003.66	1585287.00	12954960.00	221399.40	29380.00	389677.71	100647.41	5721440.00	30729.72	51906115.74	0.00

STAR DELTA TRANSFORMERS LIMITED

Note 2 : Property, Plant & Equipments and Capital Work-in progress at 92-A Industrial Area Govindpura, Bhopal

Particulars	Leasehold Land	Land (Solar Plant)	Building & Shed	Building & Shed Unit II	Plant & Machinery	Plant & Machinery Unit II	Plant & Machinery Solar Power	Electrical Installation	Electrical Installation Unit II	Office Equipment	Furniture & Fixtures	Vehicle	Computer	Total Property, Plant & Equipment	Capital Work-in progress
Deemed cost (Gross carrying value)															
Balance as at April 1, 2021	34378.84	0.00	13701226.41	0.00	28560957.93	0.00	0.00	2656417.26	0.00	1605590.89	2431868.79	22447614.00	1592548.56	73030602.68	0.00
Additions	0.00	0.00	0.00	0.00	707395.00	0.00	0.00	30000.00	0.00	9322.03	0.00	71900.00	98621.72	917238.75	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	39456.00	0.00	39456.00	0.00
Balance as at March 31, 2022	34378.84	0.00	13701226.41	0.00	29268352.93	0.00	0.00	2686417.26	0.00	1614912.92	2431868.79	22480058.00	1691170.28	73908385.43	0.00
Balance as at April 1, 2022	34378.84	0.00	13701226.41	0.00	29268352.93	0.00	0.00	2686417.26	0.00	1614912.92	2431868.79	22480058.00	1691170.28	73908385.43	0.00
Additions	0.00	0.00	0.00	0.00	2534016.50	0.00	0.00	0.00	0.00	320251.96	37234.41	100000.00	0.00	2991502.87	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3970449.00	0.00	3970449.00	0.00
Balance as at March 31, 2023	34378.84	0.00	13701226.41	0.00	31802369.43	0.00	0.00	2686417.26	0.00	1935164.88	2469103.20	18609609.00	1691170.28	72929439.30	0.00
Accumulated Depreciation	0.00	0.00	7299728.41	0.00	21704617.77	0.00	0.00	2406965.86	0.00	1371815.17	2053269.79	12863593.00	1586821.56	49286811.56	0.00
Depreciation for the year 2021-22	0.00	0.00	381680.00	0.00	1150540.00	0.00	0.00	29028.00	0.00	63209.00	215956.00	1913883.00	42413.00	3796709.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	37483.00	0.00	37483.00	0.00
Balance as at April 1, 2022	0.00	0.00	7681408.41	0.00	22855157.77	0.00	0.00	2435993.86	0.00	1435024.17	2269225.79	14739993.00	1629234.56	53046037.56	0.00
Depreciation for the year	0.00	0.00	378521.00	0.00	1050208.00	0.00	0.00	29024.00	0.00	110463.00	99230.00	1920100.00	31206.00	3618752.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3771924.00	0.00	3771924.00	0.00
Balance as at March 31, 2023	0.00	0.00	8059929.41	0.00	23905365.77	0.00	0.00	2465017.86	0.00	1545487.17	2368455.79	12888169.00	1660440.56	52892865.56	0.00
Carrying amount as at March 31, 2022	34378.84	0.00	6019818.00	0.00	6413195.16	0.00	0.00	250423.40	0.00	179888.75	162643.00	7740065.00	61935.72	20862347.87	0.00
Carrying amount as at March 31, 2023	34378.84	0.00	5641297.00	0.00	7897003.66	0.00	0.00	221399.40	0.00	389677.71	100647.41	5721440.00	30729.72	20036573.74	0.00

STAR DELTA TRANSFORMERS LIMITED

Note 2 : Property, Plant & Equipments and Capital Work-in progress at 1 & 2 Sector C Industrial Area, Govindpura Bhopal

Particulars	Leasehold Land	Land (Solar Plant)	Building & Shed	Building & Shed Unit II	Plant & Machinery	Plant & Machinery Unit II	Plant & Machinery Solar Power	Electrical Installation	Electrical Installation Unit II	Office Equipment	Furniture & Fixtures	Vehicle	Computer	Total Property, Plant & Equipment	Capital Work-in progress
Deemed cost (Gross carrying value)															
Balance as at April 1, 2021	0.00	0.00	0.00	27864412.00	0.00	8381060.00	0.00	0.00	587674.00	0.00	0.00	0.00	0.00	36833146.00	0.00
Additions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2022	0.00	0.00	0.00	27864412.00	0.00	8381060.00	0.00	0.00	587674.00	0.00	0.00	0.00	0.00	36833146.00	0.00
Balance as at April 1, 2022	0.00	0.00	0.00	27864412.00	0.00	8381060.00	0.00	0.00	587674.00	0.00	0.00	0.00	0.00	36833146.00	0.00
Additions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2023	0.00	0.00	0.00	27864412.00	0.00	8381060.00	0.00	0.00	587674.00	0.00	0.00	0.00	0.00	36833146.00	0.00
Accumulated Depreciation	0.00	0.00	0.00	9819889.00	0.00	5637769.00	0.00	0.00	533557.00	0.00	0.00	0.00	0.00	15991215.00	0.00
Depreciation for the year 2021-22	0.00	0.00	0.00	903554.00	0.00	579002.00	0.00	0.00	24737.00	0.00	0.00	0.00	0.00	1507293.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at April 1, 2022	0.00	0.00	0.00	10723443.00	0.00	6216771.00	0.00	0.00	558294.00	0.00	0.00	0.00	0.00	17498508.00	0.00
Depreciation for the year	0.00	0.00	0.00	903554.00	0.00	579002.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1482556.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2022	0.00	0.00	0.00	11626997.00	0.00	6795773.00	0.00	0.00	558294.00	0.00	0.00	0.00	0.00	18981064.00	0.00
Carrying amount as at March 31, 2022	0.00	0.00	0.00	17140969.00	0.00	2164289.00	0.00	0.00	29380.00	0.00	0.00	0.00	0.00	19334638.00	0.00
Carrying amount as at March 31, 2023	0.00	0.00	0.00	16237415.00	0.00	1585287.00	0.00	0.00	29380.00	0.00	0.00	0.00	0.00	17852082.00	0.00

STAR DELTA TRANSFORMERS LIMITED

Note 2 : Property, Plant & Equipments and Capital Work-in progress at 13/2, Gagorni, Rajgarh, Madhya Pradesh -465661

(Solar power Plant)

Particulars	Leasehold Land	Land (Solar Plant)	Building & Shed	Building & Shed Unit II	Plant & Machinery	Plant & Machinery Unit II	Plant & Machinery Solar Power	Electrical Installation	Electrical Installation Unit II	Office Equipment	Furniture & Fixtures	Vehicle	Computer	Total Property, Plant & Equipment	Capital Work-in progress
Deemed cost (Gross carrying value)															
Balance as at April 1, 2021	0.00	1062500.00	0.00	0.00	0.00	0.00	44061800.00	0.00	0.00	0.00	0.00	0.00	0.00	45124300.00	0.00
Additions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2022	0.00	1062500.00	0.00	0.00	0.00	0.00	44061800.00	0.00	0.00	0.00	0.00	0.00	0.00	45124300.00	0.00
Balance as at April 1, 2022	0.00	1062500.00	0.00	0.00	0.00	0.00	44061800.00	0.00	0.00	0.00	0.00	0.00	0.00	45124300.00	0.00
Additions	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2023	0.00	1062500.00	0.00	0.00	0.00	0.00	44061800.00	0.00	0.00	0.00	0.00	0.00	0.00	45124300.00	0.00
Accumulated Depreciation	0.00	0.00	0.00	0.00	0.00	0.00	25730902.00	0.00	0.00	0.00	0.00	0.00	0.00	25730902.00	0.00
Depreciation for the year 2021-22	0.00	0.00	0.00	0.00	0.00	0.00	2687969.00	0.00	0.00	0.00	0.00	0.00	0.00	2687969.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at April 1, 2022	0.00	0.00	0.00	0.00	0.00	0.00	28418871.00	0.00	0.00	0.00	0.00	0.00	0.00	28418871.00	0.00
Depreciation for the year	0.00	0.00	0.00	0.00	0.00	0.00	2687969.00	0.00	0.00	0.00	0.00	0.00	0.00	2687969.00	0.00
Disposal/Transfers	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at March 31, 2022	0.00	0.00	0.00	0.00	0.00	0.00	31106840.00	0.00	0.00	0.00	0.00	0.00	0.00	31106840.00	0.00
Carrying amount as at March 31, 2022	0.00	1062500.00	0.00	0.00	0.00	0.00	15642929.00	0.00	0.00	0.00	0.00	0.00	0.00	16705429.00	0.00
Carrying amount as at March 31, 2023	0.00	1062500.00	0.00	0.00	0.00	0.00	12954960.00	0.00	0.00	0.00	0.00	0.00	0.00	14017460.00	0.00

Note 3 : Other financial assets (non-current)

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Security deposit for utilities & premises	612000.00	1989464.00
Total	612000.00	1989464.00

Note 4 : Income tax assets / (liabilities) (net)

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Opening balance		
Less: Current tax payable for the year	20800000.00	14970000.00
Add: Taxes Paid	13328921.82	10485158.44
Less: Earlier year tax adjustment		
Closing balance	7471078.18	4484841.56

Note 5: Inventories

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Raw Material	29099449.26	5417758.00
Work-in-progress	163796866.00	60206383.00
Finished goods	0.00	0.00
Scrap Material	5512236.00	4259690.00
Solar Power stock - REC	0.00	615000.00
Total	198408551.26	70498831.00

Note 6: Trade Receivables

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
(a) Trade Receivables considered good-secured	0.00	0.00
(b) Trade Receivables considered good-unsecured - Other Parties	335848437.00	98679808.49
(c) Trade Receivables which have significant increase in credit risk; and	0.00	0.00
(d) Trade Receivables-credit impaired	0.00	0.00
Total	335848437.00	98679808.49

Additional Regulatory Information

A. Trade Receivable ageing :

Particular	As at 31st March-2023					Total
	Outstanding for following Periods from Due Date of Payment					
	Less than 6 Months	6 Months - 1 Year	1- 2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables - Considered Good	335848437.00	0.00	0.00	0.00	0.00	335848437.00
Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables - Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00

Particular	As at 31st March-2022					Total
	Outstanding for following Periods from Due Date of Payment					
	Less than 6 Months	6 Months - 1 Year	1- 2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables - Considered Good	98679808.49	0.00	0.00	0.00	0.00	98679808.49
Undisputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables - Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables - Considered Doubtful	0.00	0.00	0.00	0.00	0.00	0.00

Note 7: Cash & Cash Equivalents

Particulars	(Amount in `)	
	March 31, 2023	March 31, 2022
Balance With Banks		
-in Current accounts	98513.00	5000.00
-in Deposit accounts (SBI FDR Excise)	33794.00	33794.00
-in Deposit accounts (SBI FDR)	0.00	15132999.00
-in Deposit accounts (HDFC bank FDR)	0.00	80000000.00
Cash on Hand		
-Cash in Hand	3077650.38	2438569.38
-Cash in imprest	277433.00	61225.00
Cheques in hand	1740399.00	5156137.00
Total	5227789.38	102827724.38

Note 8: Bank balance other than cash and cash equivalents above

Particulars	(Amount in `)	
	March 31, 2023	March 31, 2022
-Unpaid dividend account	0.00	27831.00
-Balance held as margin money or security against borrowing, guarantees and other commitments#	42785163.26	21658656.46
-Interest accrued on deposit (TDR)	1318525.82	869846.62
-SBI SDT Employees Gratuity account	14589.50	10238.50
Total	44118278.58	22566572.58

#Fixed Deposits with banks held as Margin Money amounting to Rs. 4,27,85,163.26 2022-23 Rs.14,90,898.57 with maturity more than 12 months.

Note 9: Loans**Non-Current**

Particulars	(Amount in `)	
	March 31, 2023	March 31, 2022
(a) Loan to Related Party		
- Loan Receivables considered good-unsecured	0.00	0.00
(b) Loan to Other		
- Loan Receivables considered good-unsecured		
Arihant Capital Markets Ltd. Mumbai	0.00	4550000.00
(c) Trade Receivables which have significant increase in credit risk; and		
(d) Trade Receivables-credit impaired	0.00	0.00
Interest Receivables on Loan to Parties	0.00	0.00
Total	0.00	4550000.00

(Current)

Particulars	(Amount in `)	
	March 31, 2023	March 31, 2022
(a) Loan to Related Party		
- Loan Receivables considered good-unsecured		
Majestic Leasing Company Private Limited	176000000.00	215000000.00
	192500000.00	17985000.00
(b) Loan to Other		
- Loan Receivables considered good-unsecured		
Virasha Infrastructure, Bhopal	16500000.00	0.00
	0.00	0.00
(c) Trade Receivables which have significant increase in credit risk; and		
(d) Trade Receivables-credit impaired	0.00	0.00
Interest Receivables on Loan to Parties	0.00	0.00
Total	192500000.00	232985000.00

Note 10: Other current assets

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Advance to suppliers	6534288.50	4309614.00
Security Deposit	2409421.00	3411307.00
Loans and Advances to Employees	143000.00	193500.00
Balance with government authorities		
-Considered good	20603474.17	2015132.17
-Considered doubtful	0.00	0.00
- Less: Allowance for doubtful advances	0.00	0.00
	20603474.17	2015132.17
Total	29690183.67	9929553.17

6534288.5

Note 11 : Deferred Tax Asset / (Liabilities)

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
The balance comprises temporary differences attributable to:		
Property, plant and equipment	6062960.00	7100000.00
Net deferred tax assets / (Liabilities)	6062960.00	7100000.00

Movement in deferred tax balances

(Amount in `)

Particulars	Balance as at April 1, 2022	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability	Balance as at March 31, 2023
Deferred tax (Liabilities)							
Property, plant and equipment	7100000.00	(1037040.00)	0.00	6062960.00	0.00	6062960.00	6062960.00
Mat credit entitlement							
Net Tax (Liabilities)	7100000.00	(1037040.00)	0.00	6062960.00		6062960.00	6062960.00

(Amount in `)

Particulars	Balance as at April 1, 2021	Recognised in profit or loss	Recognised in OCI	Net	Deferred tax asset	Deferred tax liability	Balance as at March 31, 2022
Deferred tax (Liabilities)							
Property, plant and equipment	8100000.00	(1000000.00)	0.00	7100000.00	0.00	7100000.00	7100000.00
Mat credit entitlement							
Net Tax (Liabilities)	8100000.00	(1000000.00)	0.00	7100000.00		7100000.00	7100000.00

Note 12: Equity Share Capital**a) Authorised:**

Particulars	March 31, 2023	March 31, 2022
3125000 Equity share value of Rs. 10 each (Previous Year 3125000 Eq. Shares of Rs. 10 each)	31250000.00	31250000.00
50000 Preference share value of Rs. 10 each (Previous year 50000 Preference share value of Rs. 10 each)	500000.00	500000.00
Total	31750000.00	31750000.00

b) Issued and Subscribed:

Particulars	March 31, 2023	March 31, 2022
3000200 Equity share of Rs. 10/- each fully paid up (Previous Year 3000200 Equity share of Rs. 10/- each fully paid up)	30002000.00	30002000.00
Total	30002000.00	30002000.00

c) Reconciliation of number of equity shares outstanding at the beginning and the end of the year :

Particulars	March 31, 2023	March 31, 2022
Outstanding at the beginning of the year	30002000.00	30002000.00
Issued during the year	0.00	0.00
Outstanding at the end of the year	30002000.00	30002000.00

d) Right, preference and restrictions attached to equity shares :

The Company has issued only one class of equity shares having a par value of Rs.10 each. Each equity shareholder is entitled to one vote per equity share.

e) Shareholders holding more than 5% shares in the Company is set out below:

Particulars	March 31, 2023		March 31, 2022	
	No. of shares	% held	No. of shares	% held
Name of Shareholder				
Mr. Kishore Gupta	586260	19.54	586260	19.54
Mr. Rakesh Gupta	563940	18.80	563940	18.80
Mr. Mayank Gupta	428300	14.28	428300	14.28
Mrs. Archana Gupta	268300	8.94	268300	8.94
Mrs. Manju Gupta	311500	10.38	311500	10.38

Note 13: Other equity

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
a) Reserve and surplus		
Security premium	5712000.00	5712000.00
Retained earning	69006374.52	51420033.44
Capital reserve	1031000.00	1031000.00
General reserve	52000000.00	48000000.00
Capital redemption reserve	200000.00	200000.00
Total	595949374.52	538363033.44

i) Security premium

Particulars	March 31, 2023	March 31, 2022
Opening balance	5712000.00	5712000.00
Transfer during the year		
Closing balance	5712000.00	5712000.00

ii) Retained earnings

Particulars	March 31, 2023	March 31, 2022
Opening balance	11420033.44	14912839.17
Net profit for the year	57586341.08	36507194.27
Total	69006374.52	51420033.44
Less: Appropriation:		
Transferred to General reserve	0.00	0.00
Closing balance	69006374.52	51420033.44

iii) Capital reserve

Particulars	March 31, 2023	March 31, 2022
Opening balance	1031000.00	1031000.00
Transfer during the year	0.00	0.00
Closing balance	1031000.00	1031000.00

iv) General reserve

Particulars	March 31, 2023	March 31, 2022
Opening balance	520000000.00	480000000.00
Transfer during the year	0.00	0.00
Closing balance	520000000.00	480000000.00

v) Capital redemption reserve

Particulars	March 31, 2023	March 31, 2022
Opening balance	200000.00	200000.00
Transfer during the year	0.00	0.00
Closing balance	200000.00	200000.00

Nature and purpose of reserves:

i) Security premium

Security premium is used to record the premium received on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

ii) General Reserve:

General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes.

iii) Capital redemption reserve

Capital redemption reserve was created for redemption of preference shares. The Company may utilise it in accordance with provisions of the Companies Act, 2013

Note 14 : Borrowings (Non-Current)

(Amount in `)

Particulars	Non-Current		Current maturities of long term debts	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Secured				
Vehicle Loan From Bank				
SBI Car Loan A/c	0.00	0.00	37525.58	835133.50
HDFC Bank Car Loan (BMW) A/c	0.00	878085.57	878085.57	1225550.77
HDFC Bank Car Loan (Creta) A/c (Against hypothecation of car)	0.00	151680.13	151680.13	283704.56
	0.00	1029765.70	1067291.28	2344388.83
Unsecured	-	-	-	-
TOTAL	0.00	1029765.70	1067291.28	2344388.83

14.1 Vehicle Loan from State Bank of India and HDFC Bank is secured by hypothecation of the Car purchased.

Note 15 : Borrowing (Current)

(Amount in `)

Particulars	Maturity date	Terms of repayment	Coupon/Interest rate	March 31, 2023	March 31, 2022
Secured					
From Banks					
- working Capital Loans					
Cash Credit					
HDFC Bank CC A/c	Payment on demand	Payable on demand	ROI 9.65% (MCLR + 1.50%, MCLR = 8.15%)	25753330.46	6838486.92
Unsecured					
From Banks					
- working Capital Loans					
From others				0.00	0.00
TOTAL				25753330.46	6838486.92

Details of security:

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 HDFC Bank Ltd. India is collaterally secured by Equitable Mortgage of house property at E-1/207 owned by Shri Kishore Gupta Director of the Company also by this personal guarantee.

Details of guarantees given by directors:

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Loans repayable on demand From Banks	25753330.46	6838486.92
TOTAL	25753330.46	6838486.92

The company does not have any default as on the Balance Sheet date in repayment of any loan or interest.

18914843.54

Note 16 : Trade Payables (including acceptances)**

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Total Outstanding due to Micro and Small Enterprises (please refer note 29)	25191390.49	71865.00
Outstanding dues of Creditors Other than Micro And Small Enterprises	153443352.82	783946.16
Creditors for Accrued Wages and Salaries	3517433.00	2463395.00
Trade payables to related parties	0.00	0.00
TOTAL	182152176.31	3319206.16

Trade Payable Ageing Schedule :

Particulars	As at 31 March, 2023				Total
	Outstanding For Following Periods From Due Date of Payment				
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME	25140765.49	50625.00	0.00	0.00	25191390.49
Others	153026563.66	0.00	0.00	416789.16	153443352.82
MSME Disputed Dues -	0.00	0.00	0.00	0.00	0.00
Others Disputed Dues -	0.00	0.00	0.00	0.00	0.00

Particulars	As at 31 March, 2022				Total
	Outstanding For Following Periods From Due Date of Payment				
	Less Than 1 Year	1-2 Years	2-3 Years	More Than 3 Years	
MSME	71865.00	0.00	0.00	0.00	71865.00
Others	367157.00	0.00	43945.00	372844.16	783946.16
MSME Disputed Dues -	0.00	0.00	0.00	0.00	0.00
Others Disputed Dues -	0.00	0.00	0.00	0.00	0.00

There is no outstanding amount overdue as on March 31, 2023 to Micro, small and medium enterprises on account of principal or interest Nil

*The details of classification of entities into Micro, Small and Medium as identified by the management on the basis of available information.

This has been relied up on by the auditors.

**Acceptances includes arrangements where operational suppliers of goods and services are initially paid by banks while the Company continue to recognise the liability till settlement with the banks which are normally effected within a period of 90 days.

Note 17 : Other financial liabilities (Current)

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Current maturities of non-current borrowings(refer note 13)	1067291.28	2344388.83
Unclaim dividend	0.00	27831.00
Others payables*	7738314.88	5304984.88
Advance Received against Court Order	2114830.00	2114830.00
TOTAL	10920436.16	9792034.71

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

Note 18 : Revenue from operations

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Sale of products (including GST*)	825168413.33	352095341.00
Sales of Solar Power	4016636.00	1232596.00
Other operating revenue		
- Income from services rendered - Projects	9164778.90	2748660.00
- Other (Including scrap sales)	4856845.00	11352935.00
TOTAL	843206673.23	367429532.00

Note 19 : Other Income

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Income received on:		
Bank Deposit	3234624.80	2367767.02
Other Deposit	31094489.00	22847554.49
Sundry Balance written back	2190885.86	20576331.94
TOTAL	36519999.66	45791653.45

Note 20 : Cost of Material consumed

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Raw materials as at the beginning of the year	5417758.00	5533236.00
Add : Purchase	854169992.22	288987629.66
Sub Total	859587750.22	294520865.66
Less : GST Consumes	140634353.00	48547691.46
Less : Raw materials as at the end of the year	29099449.26	5417758.00
TOTAL	689853947.96	240555416.20

Note 21 : Changes in inventories of work-in-progress and finished goods

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Closing balance :		
Finished goods	0.00	0.00
Work-in-progress	163796866.00	60206383.00
Scrap	5512236.00	4259690.00
Solar Power	0.00	615000.00
	169309102.00	65081073.00
Opening balance :		
Finished goods	0.00	0.00
Work-in-progress	60206383.00	70374477.00
Scrap	4259690.00	6324190.00
Solar Power	615000.00	615000.00
	65081073.00	77313667.00
TOTAL	(104228029.00)	12232594.00

Note 22 : GST

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
GST	129747000.00	55951186.46
TOTAL	129747000.00	55951186.46

Note 23 : Employees benefit expenses

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Salaries and Wages	19331634.00	15295833.00
Contribution to Provident and Other Funds	1305747.00	905574.00
Staff Welfare Expenses	793679.00	801776.30
TOTAL	21431060.00	17003183.30

Note 24 : Finance cost

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Interest expenses on bank borrowings	2707444.44	221017.46
Interest expenses on other borrowings	239772.67	390754.68
Other borrowing cost	3562524.52	1765987.02
TOTAL	6509741.63	2377759.16

Note 25 : Depreciation and amortisation expenses

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Depreciation of property, plant and equipment (refer note 2)	7789277.00	7991971.00
TOTAL	7789277.00	7991971.00

Note 26 : Other expenses

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Carriage inward	6430819.18	2022569.00
Consumption of tools	849887.18	289260.17
Power & Fuel Charges	4595079.32	3356331.01
Job Work	13169364.28	3928043.88
Labour Charges	1161702.00	915336.00
Machinery maintenance	1232504.06	736661.93
X'mer Repair under G/P	4000.00	179609.00
Testing Expenses	3202437.50	1973015.00
Consumption of Packing material	59526.00	16095.00
Carriage outward	7149608.00	2748445.00
Commission on Sales	104468.00	0.00
Advertisement & Publicity	156705.60	128955.20
Tender Expenses	277605.00	176084.00
Office and General Expenses (Project)	160320.91	140439.55
Water Charges	2381.00	0.00
Godown Rent	8000.00	0.00
Entertainment Expenses	19591.00	28112.00
Building Maintenance	1698086.61	435648.59
Computer maintenance	93043.40	56843.13
Electrical maintenance	841327.34	355205.96
Entry Tax Projects F.Y. 2014-15	232409.00	0.00
Entry Tax F.Y. 2017-18	20316.00	0.00
Furniture maintenance	47831.03	7038.00
Office Equipment maintenance	21640.00	25960.00
Vehicle maintenance	133594.60	185151.76
Conveyance Expenses	730814.00	584795.00
Insurance	992988.84	499845.73
Donation	16000.00	0.00
Listing fee	300000.00	300000.00
Professional charges	1145598.50	834263.91
Professional tax	2500.00	2500.00
Rates, Fees & Taxes	1829297.00	1757706.00
Directors Sitting Fees	50000.00	52000.00
Payment to Auditors (refer note 26(a) below)	100300.00	100300.00
Postage & Telegraph	25402.00	17614.00
Stationary & Printing	440829.50	152064.50
Subscription	719118.00	55110.00
Sundry Expenses	221386.00	102024.00
Telephone expenses	210550.03	146009.14
Travelling expenses	2199880.89	1429948.41
Vehicle running expenses	130553.00	51648.00
CSR Expenditure	900000.00	1038652.00
VAT 2017-18	63881.00	0.00
TOTAL	51751345.77	24829284.87

Note 26(a) : Details of payment to auditors

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Payments to auditors		
Audit fee	65000.00	65000.00
Tax audit fee	20000.00	20000.00
Other matters	15300.00	15300.00
TOTAL	100300.00	100300.00

Note 26(b) : Corporate social responsibility expenditure

(Amount in `)

Particulars	March 31, 2023	March 31, 2022
Contribution to tribal rehabilitation programme	900000.00	1038652.00
TOTAL	900000.00	1038652.00

Note : Amount required to be spend by company during the F.Y. 2020-21 was Rs.10,93,722.00.

Note 27 : Income tax expenses

(Amount in `)

This note provide an analysis of the Company's income tax expenses, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductable items.

(a) Income tax expenses		
Particulars	March 31, 2023	March 31, 2022
Current tax		
Current tax on profits for the year	20800000.00	14970000.00
Current tax expenses relating to prior year	(476971.56)	1802596.19
Total current tax expenses	20323028.44	16772596.19
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	(1037040.00)	(1000000.00)
Change in tax rate		
Recognition of previously unrecognised tax losses		
Total deferred tax expenses / (benefit)	(1037040.00)	(1000000.00)
Tax expenses for the year	19285988.44	15772596.19

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	March 31, 2023	March 31, 2022
Profit before income tax expenses	76872329.52	52279790.46
Tax at the Indian tax rate of 25.168%	19347227.89	13157778.00
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	0.00	554094.00
- Difference of PPE WDV in tax books and books of accounts	978252.00	996720.00
- Weighted deduction on research and development expenditure	0.00	0.00
- Corporate social responsibility expenditure	226512.00	261408.00
- Fine & penalty	2643.00	0.00
- Adjustments for current tax of prior periods	-231607.00	1802596.19
- Tax losses now recouped to reduce current tax expenses	0.00	0.00
- Other items	0.00	0.00
Income tax expenses	20323027.89	16772596.19

Note 28 : Earning Per Share

Particulars	March 31, 2023	March 31, 2022
Basic Earning per share	19.19	12.17
Diluted earning per share	19.19	12.17

The calculation of basic and diluted earnings per share has been based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding

Particulars	March 31, 2023	March 31, 2022
i. Profit attributable to equity shareholders (Basic & Diluted)		
Profit/(loss) for the year, attributable to equity shareholders of the company	57586341.08	36507194.27

Particulars (No. of shares)	March 31, 2023	March 31, 2022
i. Weighted average number of equity shares (Basic)		
Issued equity shares as at the beginning of the year	3000200.00	3000200.00
Effect of share option exercises	0.00	0.00
Weighted average number of shares as at the end of the year	3000200.00	3000200.00
Weighted-average number of equity shares (basic) as at the beginning of the year	3000200.00	3000200.00
Adjustments for calculation of diluted earning poer share		
- Equity share option	0.00	0.00
Weighted average number of equity shares and potencial equity shares as at the end of the y	3000200.00	3000200.00

Note 29 : Disclosure Under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2022-23, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(Amount in Rs.)

Particulars	March 31, 2023	March 31, 2022
(a) the Principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year; (but within due date as per MSMED Act)		
Principal amount due to micro and small enterprise	25191390.49	71865.00
interest due on above	0.00	0.00
(b) the amount of interest paid by the Buyer in terms of section 16 of the Micro, small and Medium Enterprise Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	0.00	0.00
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, small and Medium Enterprise Development Act, 2006;	0.00	0.00
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.00	0.00
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of Disallowance of a deductible expenditure under section 23 of the Micro, small and Medium Enterprise Development Act, 2006.	0.00	0.00

Note 30 : Related Party

1. Key Managerial Personnel

Mr. Kishore Gupta (Managing Director)
 Mr. Rakesh Gupta (WTD and CFO)
 Mr. Mayank Gupta (Director wef 24-04-2020)
 Ms. Itisha Agarwal (Company Secretary w.e.f. October 30th, 2021)

2. Entities under common control

Bhopal Wires Private Limited
 Neha Industries
 Majestic Leasing Company Private Limited

3. Transactions with related parties

The following transactions occurred with related parties :-

(Amount in)

Particulars	March 31, 2023	March 31, 2022
Purchase of Goods		
Bhopal Wires Private Limited, Bhopal (Purchase of Vehicle)	100000.00	0.00
Neha Industries, Mandideep	169743.00	224160.00
Job Work from		
Bhopal Wires Private Limited, Bhopal	0.00	0.00
Advance given against Goods		
Neha Industries, Mandideep	0.00	0.00
Loan Given		
Majestic Leasing Company Private Limited	12500000.00	6500000.00
Interest Received		
Majestic Leasing Company Private Limited	29336548.00	20749315.00
Professional Fee/Salary paid		
Mr. Kishore Gupta	3271189.00	2806140.00
Mr. Rakesh Gupta	2057856.00	1870776.00
Mr. Mayank Gupta	1775662.00	1584000.00
Miss. Priya Solanki	0.00	250323.00
Miss. Itisha Agarwal	368000.00	143419.00

5. Outstanding balances of related parties

(Amount in `)

Particulars	Relationship	March 31, 2023	March 31, 2022
Trade Receivable			
	Entities under common control	0.00	0.00
Loans & Advances			
Majestic Leasing Company Private Limited	Entities under common control	176000000.00	215000000.00

Note 31 : Contingent liabilities

(Amount ` in Lacs)

Particulars	March 31, 2023	March 31, 2022
Contingent liabilities		
The group had contingent liabilities at March 31, 2022 in respect of:		
a. Claims against the company not acknowledged as debts		
- Income Tax		
Assessment Year 2015-16 (Appeal pending)	0.85	0.85
- Sales Tax		
Appeal against CST Assessment order No ----- 28.02.2015 (2012-13)	1.83	1.83
Appeal against CST Assessment order No ----- (2014-15)	4.22	4.22
Appeal against CST Assessment order No. 57/16 DT. 21.02.2018 (2015-16)	1.51	1.51
Appeal against VAT Assessment order No. 218/17 DT. 27.01.2020 (2016-17)	6.52	6.52
Appeal against Entry Tax Assessment order No.216/17 Dt.27-01-2020 (2016-17)	0.37	0.37
Appeal against CST Assessment order No.153/17 Dt.27.01.2020 (2016-17)	1.14	1.14
b. Guarantee outstanding	1785.40 Lacs	1607.03 Lacs
c. Letters of Credit given by company (Different letter of credits issued to various supplies for supply of material to us.	939.30 Lacs	NIL

Note No. 32

Forming part of the Financial Statement

Financial Ratios

The ratios as per the latest amendment to Schedule III are as below :

	Year ended 31 March, 2023	Year ended 31 March, 2022
1. Current Ratio (Total current assets/Current Liabilities) Current Liabilities: Total Current Liabilities - Current Maturities of Non - Current borrowings and Lease Obligations]	3.56	22.18
2. Net Debt Equity Ratio (Net Debt/Average Equity) [Net Debt : Non Current Borrowings + Current Borrowing + Non-Current and Current Lease Liabilities - Current Investment - Cash and Cash Equivalents - Other Balances with Bank (Including Non-Current Earmarked Balances)] [Equity : Equity Share Capital + Other Equity + Hybrid perpetual Securities]	0.0058	0.0179
3. Debt Service Coverage Ratio [EBIT/(Net Finance Charges + Interest Income from Group Companies + Scheduled Principal repayment of Non-Current Borrowings and Lease Obligations (Excluding Prepayments) during the Period)] [EBIT : Profit before Taxes + /(-) Exceptional items + Net Finance Charges] [Net Finance Charges : Finance Costs (Excluding Interest on Current borrowings) - Interest Income - Dividend Income from Current Investment - Net Gain/(Loss) on Sale of Current Investment]	21.91	5.175
4. Return on Equity (%) (Profit after Tax (PAT)/Average Equity) [Equity : Equity Share Capital + Other Equity + Hybrid perpetual Securities]	0.091	0.064
5. Inventory Turnover Ratio (in days) (Average Inventory / Sale of Products in Days)	5.3	4.06
6. Debtors Turnover Ratio in days) (Average Trade Receivables/Turnover in Days) [Turnover : Revenue from operations]	3.28	3.16
7. Trade Payables Turnover Ratio (in days) (Average Trade Payables/Expenses) [Expenses : Total Expenses - Finance Cost - Depreciation and Amortisation Expenses - Employee Benefit Expenses in respect of Retirement Benefits - Other Expenses with respect to Royalty, Rates & Taxes, Provision for Doubtful Debts & Advances, Provisions for Impairment and Foreign Exchange Gain/Loss]	3.92	72.47

8. Net Capital Turnover Ratio (in days) (Average Working Capital/ Turnover) [Working Capital : Current Assets - Current Liabilities] [Current Liabilities : Total Current Liabilities - Current Maturities of Long Term Debt and Leases] [Turnover : Revenue from operations]	1.45	0.71
9. Net Profit Ratio (%) (Net Profit After Tax / Turnover) [Turnover : Revenue from operations]	6.83%	9.94%
10. Return on Capital Employed (%) (EBIT/Average Capital Employed) [Capital Employed : Equity Share Capital + Other Equity + Hybrid Perpetual securities + Non Current Borrowings + Current borrowings + Current Maturities of Long Term Debt and Leases + Deferred Tax Liabilities] [EBIT : Profit before Taxes + /(-) Exceptional Items + Net Finance Charges] [Net Finance Charges : Finance Costs - Interest Income - Dividend Income from Current Investments - Net Gain/(Loss) on Sale of Current Investments]	12.62%	9.17%
11. Return on Investment (%)	NA	NA

Note No. 33

The figures for the previous year have been regrouped / reclassified to correspond with current year's classification/ disclosure that include changes consequent to the issuance of "Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013."

Note No. 34

Disclosure For struck-off Companies :-

The Company has no Balance Outstanding in respect of Transactions with any Company Struck-off under Section 248 of the Companies Act 2013.

**For and on behalf of Board of Directors of
Star Delta Transformers Limited**

Kishore Gupta
Chairman & Managing Director
DIN-00014205

Rakesh Gupta
CFO & Whole Time Director
DIN-00014139

Itisha Agarwal
Company Secretary
A67169

**As per our report of even date
For A K KHABYA & CO.
Chartered Accountants
FRNo. 001994C**

PLACE : BHOPAL
DATED : 26th May,2023
UDIN -: 23074051BGTWGI9607

CA M.N.G. PILLAI
PARTNER
Membership No.: 07405

STAR DELTA TRANSFORMERS LIMITED



CIN: L31102MP1977PLC001393

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

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

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

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 Sixth Annual general meeting of the company, to be held on the Friday, 29th September 2023 at 12.30 p.m. at the registered office of the company at 92-A, Industrial Area, Govindpura, Bhopal - 462023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions
Ordinary Business:
1. To Adopt the Financial Statements along with the reports of Director's and Auditor's thereon
2. To Appoint Director in place of Director who is retiring by rotation.
Special Business:
3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31 st , 2023
4. Re-appointment of Mrs. Shalini Mathur (DIN: 08386168) as a "Women Independent Director" of the Company for her 2nd Consecutive Term with effect from March 12 th , 2024.
5. Fixing Of Minimum Remuneration For Mr. Kishore Gupta (Din: 00014205) Managing Director Of The Company In The Event Of Inadequacy Or Absence Of Profit
6. Fixing Of Minimum Remuneration For Mr. Rakesh Gupta (DIN: 00014139) Whole Time Director and CFO Of The

Company In The Event Of Inadequacy Or Absence Of Profit

7. Appointment of Shashendra Lahri (DIN: 02704101) as an "Independent Director" of the Company

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.

Affix
Revenue
Stamp

STAR DELTA TRANSFORMERS LIMITED



CIN: L31102MP1977PLC001393

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

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

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

ATTENDANCE SLIP

(To be presented at the entrance)

47TH (FORTY- SEVENTH) ANNUAL GENERAL MEETING OF STAR DELTA TRANSFORMERS LIMITED HELD ON FRIDAY, **SEPTEMBER 29, 2023 AT 12.30 P.M.**, AT THE REGISTERED OFFICE OF THE COMPANY AT 92 A, INDUSTRIAL AREA, GOVINDPURA, BHOPAL 462023 (M. P.)

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 47th (Forty- Seventh) Annual General Meeting Of Star Delta Transformers Limited Held On Friday, September 29, 2023 At 12.30 P.M., At The Registered Office Of The Company At 92 A, Industrial Area, Govindpura, Bhopal 462023 (M. P.)

Signature of First holder/Proxy/Authorised Representative

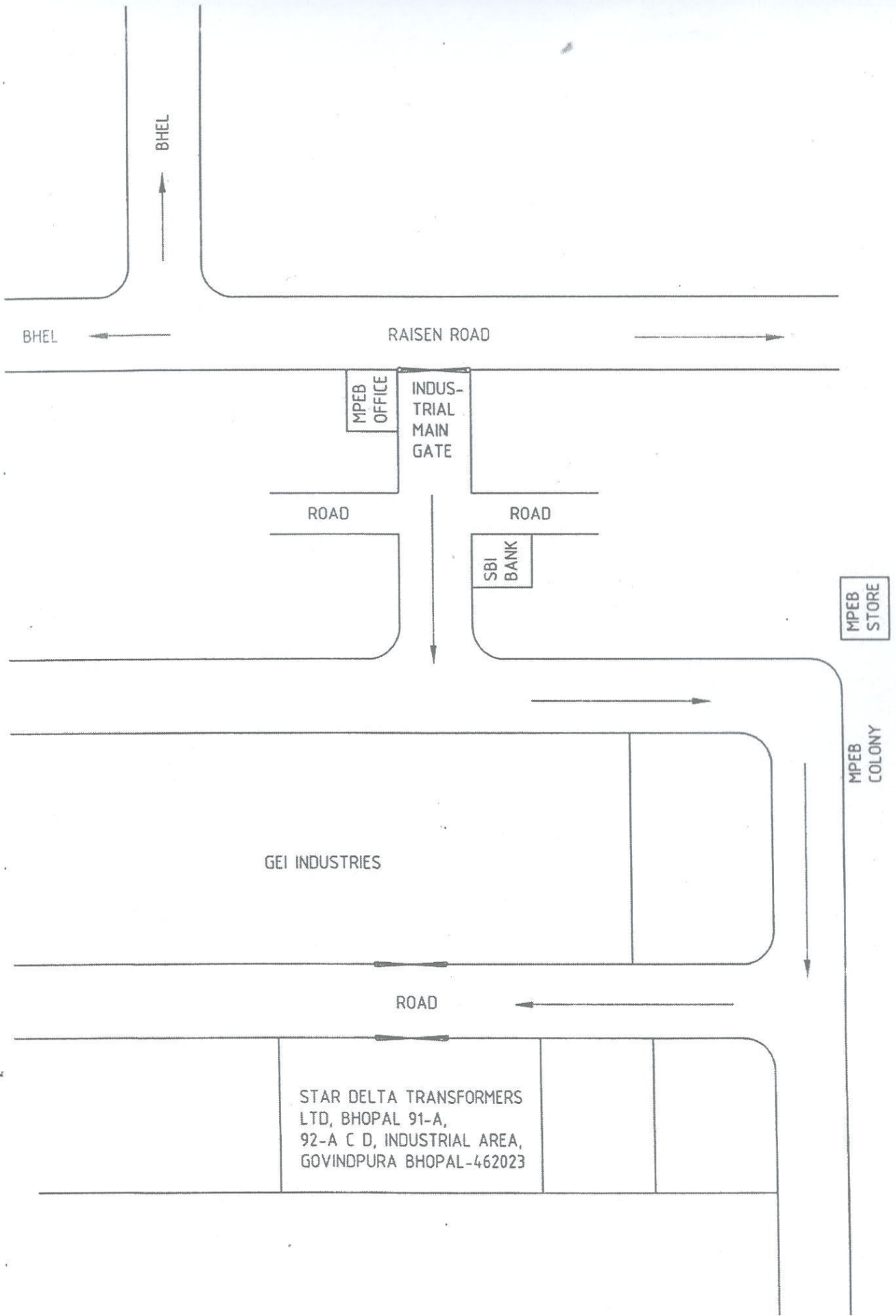
Signature of Joint holder(s)

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.



FACTORY LOCATION MAP