



# STAR DELTA TRANSFORMERS LTD.

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



Date: September 28<sup>th</sup>, 2019

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

**Script Code:** 539255

**Subject:** Voting results (poll and remote e-voting) and consolidated Scrutinizer's Report of the 43<sup>rd</sup> Annual general meeting of Star Delta Transformers Limited held on Friday, September 27<sup>th</sup> 2019 at 11.30 a.m.

**Ref:** Regulation 44(3) of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 and Section 108 of the Companies Act.2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Sir,

Please find enclosed the Voting results (poll and remote e-voting) and consolidated Scrutinizer's Report of the 43<sup>rd</sup> Annual general meeting of Star Delta Transformers Limited held on Friday, September 27<sup>th</sup>, 2019 at 11:30 a.m at the registered office of the Company at 92-A Industrial Area Govindpura Bhopal-462023

All the resolutions are passed with requisite majority.

Please take the above information on your record.

Thanking you,

For and on behalf of  
Star Delta Transformers Limited

Priya Solanki  
Company Secretary & Compliance officer



Encl: as above

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### Voting results

Record date	19-09-2019
Total number of shareholders on record date	822
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	10
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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## Resolution (1)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

To review, consider and adopt the Audited Financial Statements of the Company for the financial year Ended March 31st, 2019 and the reports of the Board of Directors and Auditors thereon.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2249800	100.0000	2249800	0	100.0000	0.0000
	Poll	2249800	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	750400	3700	0.4931	3700	0	100.0000	0.0000
	Poll	750400	38102	5.0776	38102	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	750400	41802	5.5706	41802	0	100.0000	0.0000
	Total	3000200	2291602	76.3816	2291602	0	100.0000	0.0000
Whether resolution is Pass or Not.								
Disclosure of notes on resolution								
Add Notes								

\* this fields are optional

## Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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## Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

To appoint a Director in place of Mr. Rakesh Gupta [DIN: 00014139], whole time Director of the company who retires by rotation and, being eligible, offers himself for reappointment, if re-

Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	(7)=[(5)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		835900	37.1544		835900	0	100.0000	0.0000		
	Poll	2249800	0	0.0000		0	0	0	0		
	Postal Ballot (if applicable)		0	0.0000		0	0	0	0		
	Total	2249800	835900	37.1544		835900	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0		0	0	0.0000	0.0000		
	Poll	0	0	0		0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0		0	0	0.0000	0.0000		
	Total	0	0	0.0000		0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		3700	0.4931		3700	0	100.0000	0.0000		
	Poll	750400	38102	5.0776		38102	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000		0	0	0	0		
	Total	750400	41802	5.5706		41802	0	100.0000	0.0000		
	Total	3000200	877702	29.2548		877702	0	100.0000	0.0000		
Whether resolution is Pass or Not. Yes											
Disclosure of notes on resolution											
Add Notes											

\* this fields are optional

## Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	268300
Public Institutions	0
Public - Non Institutions	0



*(Signature)*

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## Resolution (3)

Resolution required: (Ordinary / Special)		Resolution (3)		Ordinary		No		To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31st, 2020.	
Whether promoter/promoter group are interested in the agenda/resolution?		Description of resolution considered							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		2249800	100.0000	2249800	0	100.0000	0.0000	
	Poll	2249800	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000	
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000	
	Poll	0	0	0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	750400	3700	0.4931	3700	0	100.0000	0.0000	
	Poll	750400	38102	5.0776	38102	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	750400	41802	5.5706	41802	0	100.0000	0.0000	
	Total	3000200	2291602	76.3816	2291602	0	100.0000	0.0000	
Whether resolution is Pass or Not.									
Yes									
Disclosure of notes on resolution									
Add Notes									

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



*[Signature]*

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## Resolution (4)

Resolution required: (Ordinary / Special)

Ordinary

No

Whether promoter/promoter group are interested in the agenda/resolution?  
Description of resolution considered

To appoint Mrs. Shalini Mathur (Din: 08386168) as a Women Independent Director of the Company

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2249800	100.0000	2249800	0	100.0000	0.0000
	Poll	2249800	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		3200	0.4264	3200	0	100.0000	0.0000
	Poll	750400	37102	4.9443	37102	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	750400	40302	5.3707	40302	0	100.0000	0.0000
	Total	3000200	2290102	76.3316	2290102	0	100.0000	0.0000
Whether resolution is Pass or Not. Yes								
Disclosure of notes on resolution								
Add Notes								

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	500



*[Handwritten Signature]*

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## Resolution (5)

Resolution required: (Ordinary / Special)		Description of resolution considered		Special		Whether resolution is Pass or Not.		
Whether promoter/promoter group are interested in the agenda/resolution?		To grant approval for loans, investments, guarantee or security under section 185 of Companies act, 2013.		Yes		Add Notes		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	2249800	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2249800	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	750400	3700	0.4931	3700	0	100.0000	0.0000
	Poll		37102	4.9443	37102	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	750400	40802	5.4374	40802	0	100.0000	0.0000
	Total	3000200	40802	1.3600	40802	0	100.0000	0.0000
Disclosure of notes on resolution								Yes
Add Notes								

\* this fields are optional

## Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



*Signature*



**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

To,

**The Chairman**  
**STAR DELTA TRANSFORMERS LIMITED**  
**CIN: L31102MP1977PLC001393**  
**92-A, Industrial Area, Govindpura, Bhopal-462023 (MP) INDIA**

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting and poll conducted for the 43<sup>rd</sup> Annual General Meeting of the Company held on Friday, September 27, 2019 at 11.30 a.m.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

  
  
**Piyush Bindal**  
**Practicing Company Secretary**  
**Membership No.: 6749**  
**C. P. No. 7442**

**Proprietor**  
**Piyush Bindal & Associates**  
**Company Secretary**

**Office :** S-12, 2nd Floor, Gurukripa Plaza, Zone-II,  
M.P. Nagar, Bhopal 462 011. **Tel.:** +91-755-421 8694. **Mobile :** 95225 62881  
**e-mail :** pbacsbpl@gmail.com; piyush@dpaandassociates.com







**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 43<sup>rd</sup> Annual General Meeting (AGM) of the Members of Star Delta Transformers Limited (the "Company") held on Friday, the 27<sup>th</sup> day of September, 2019 at the Registered office of the Company at 92-A, Industrial Area, Govindpura, Bhopal-462023 (MP) INDIA**

**To,**  
**The Chairman,**  
**43<sup>rd</sup> Annual General Meeting,**  
**Star Delta Transformers Limited,**  
**92-A, Industrial Area, Govindpura, Bhopal-462023 (MP) INDIA**

**Dear Sir,**

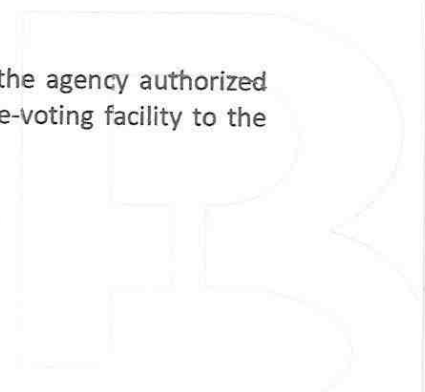
1. I, **Piyush Bindal**, Proprietor of "Piyush Bindal & Associates", Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of M/s Star Delta Transformers Limited (the Company) for scrutinizing the:
  - i. e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'); and
  - ii. poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules ('Poll');

on each of the business contained in the Notice dated August 13, 2019 ('the Notice') of the 43<sup>rd</sup> Annual General Meeting ('AGM') of the Members of Star Delta Transformers Limited ('the Company') held on Friday, September 27, 2019 at 92-A, Industrial Area, Govindpura, Bhopal-462023 (MP) INDIA.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 43<sup>rd</sup> AGM of the Members of the Company.
3. The Company has appointed Central Depository Services Limited ("CDSL"), the agency authorized under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the



Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II,  
M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com





**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

Members of the Company commenced on Tuesday, September 24, 2019 (09.00 a.m. IST) and ended on Thursday, September 26, 2019 (05.00 p.m. IST)

4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Central Depository Services Limited ("CDSL") and placed on the result of Poll taken at the AGM.
5. On Completion of voting at the meeting, CDSL provided me with the list of members who had cast their votes, their holding details and details of vote cast on the resolution, the votes were reconciled with the records maintained by the Company and CDSL with respect to the authorizations / proxies lodged with the Company.
6. I unblocked the Ballot Box / remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. Atul Kumar Daga & Mr. Tahir Husain, Shareholders of the Company. Their signatures are affixed below:

▪ Mr. Atul Kumar Daga

.....

▪ Mr. Tahir Husain

.....

**I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under:**

- After the time fixed for closing of the e-voting, i.e. 05 p.m. on September 26, 2019, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evotingindia.com> of CDSL. Based on such reports generated by CDSL and relied upon by me, data regarding the e-votes was scrutinized.
- **17 (Seventeen only) Members had cast their votes through remote e-Voting.**
- **10 (Ten) Members had cast their votes through Poll taken at the AGM**

The result of the scrutiny of the above voting by remote e-voting and Poll taken at the AGM is as under:

Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II,  
M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com





**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

**ITEM NO. 1:-**

Ordinary Resolution to Adopt the Financial Statements along with the reports of Director's and Auditor's thereon:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	17	10	27	2253500	38102	2291602	100.0000
Against	0	0	0	0	0	0	0.0000
Total	17	10	27	2253500	38102	2291602	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 13, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**ITEM NO. 2:-**

Ordinary Resolution to appoint a Director in place of Mr. Rakesh Gupta [DIN: 00014139], whole time Director of the company who retires by rotation and, being eligible, offers himself for reappointment, if re-appointed:

	Number of Members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	14	10	24	839600	38102	877702	100.0000
Against	0	0	0	0	0	0	0.0000
Total	14	10	24	839600	38102	877702	100.0000
Invalid / Abstained	1	0	1	268300	0	268300	

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 13, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.


Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II,  
M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com





**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

**ITEM NO. 3:-**

Ordinary Resolution to ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31<sup>st</sup>, 2020:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	17	10	27	2253500	38102	2291602	100.0000
Against	0	0	0	0	0	0	0.0000
Total	17	10	27	2253500	38102	2291602	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 13, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**ITEM NO. 4:-**

Ordinary Resolution to appoint Mrs. Shalini Mathur (Din: 08386168) as a Women Independent Director of the Company:

	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	16	8	24	2253000	37102	2290102	100.0000
Against	0	0	0	0	0	0	0.0000
Total	16	8	24	2253000	37102	2290102	100.0000
Invalid / Abstained	1	0	1	500	0	500	

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 13, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II,  
M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881  
e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com





**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

**ITEM NO. 5:-**

Special Resolution to grant approval for loans, investments, guarantee or security under Section 185 of Companies act, 2013:



	Number of members			Number of votes contained in			% of total number of valid votes cast
	Remote e-voting	Poll at the AGM	Total	Remote e-voting	Poll at the AGM	Total	
In favour	06	08	14	3700	37102	40802	100.0000
Against	0	0	0	0	0	0	0.0000
Total	06	08	14	3700	37102	40802	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 5 of the Notice dated August 13, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

7. In terms of the Notice for the AGM dated August 13, 2019, the members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, casted at AGM by the Members who had voted at remote e-voting, were treated as invalid.
8. This report is issued in accordance with the terms of my engagement letter.

**Restriction on Use**

9. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

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e-mail : pbacsbpl@gmail.com; piyush@dpaandassociates.com





**PIYUSH BINDAL & ASSOCIATES**  
**COMPANY SECRETARIES**

Thanking You,

Yours Faithfully,



**Piyush Bindal**  
**Practicing Company Secretary**  
**Membership No.: F6749**  
**C. P. No. 7442**

**Proprietor**  
**Piyush Bindal & Associates**  
**Company Secretaries**

**Place: Bhopal**  
**Date: 27.09.2019**

**Countersigned by**  
**For Star Delta Transformers Limited**



**Chairman of the 43<sup>rd</sup> AGM**  
**(Kishore Gupta)**  
**(DIN:-00014205)**

**Office : S-12, 2nd Floor, Gurukripa Plaza, Zone-II,**  
**M.P. Nagar, Bhopal 462 011. Tel.: +91-755-421 8694. Mobile : 95225 62881**  
**e-mail : pbacsopl@gmail.com; piyush@dpaandassociates.com**

