

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 28th, 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 43rd Annual general meeting of Star Delta Transformers Limited held on Friday, September 27th 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 43rd Annual general meeting of Star Delta Transformers Limited held on Friday, September 27th, 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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Add Notes	Disclosure of notes on voting results
5	No. of resolution passed in the meeting
0	b) Public
0	a) Promoters and Promoter group
	No. of shareholders attended the meeting through video conferencing
10	b) Public
2	a) Promoters and Promoter group
	No. of shareholders present in the meeting either in person or through proxy
822	Total number of shareholders on record date
19-09-2019	Record date
	Voting results





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 Details of Invalid Votes

 Category
 No. of Votes

 Promoter and Promoter Group
 Public Institutions

0

			Total	Institutions Posta	Public- Non Poll	E-Voting	Total	Institutions Posta	Public- Poll	E-Voting	Total	Promoter Group Postal	Promoter and Poll	E-Voting		Category		Whether promot		
		Total		Postal Ballot (if applicable)		Bu		Postal Ballot (if applicable)		Bu		Postal Ballot (if applicable)		Bu		Mode of voting		Whether promoter/promoter group are interested in the agenda/resolution?	Reso	
		3000200	750400		750400		0		0		2249800		2249800		(1)	No. of shares held	Description of resolution considered	interested in the ager	Resolution required: (Ordinary / Special)	
		2291602	41802	0	38102	3700	0	0	0	0	2249800	0	0	2249800	(2)	No. of votes polled	tion considered	nda/resolution?	finary / Special)	110-20
		76.3816	5.5706	0.0000	5.0776	0.4931	0.0000	0	0	0	100.0000	0.0000	0.0000	100.0000	(3)=[(2)/(1)]*100	% of Votes polled on outstanding shares	To review, conside year Ended Marc			Inconduction (±)
Disclosure of	Whether resolution is Pass or Not.	2291602	41802	0	38102	3700	0	0	0	0	2249800	0	0	2249800	(4)	No. of votes – in favour	r and adopt the Aud h 31st, 2019 and the			
Disclosure of notes on resolution	n is Pass or Not.	0	0	0	0	0	0	0	0	0	0	0	0	0	(5)	No. of votes – against	lited Financial State e reports of the Boa	No	Ordinary	日本のないのないので、「「「「「」」
		100.0000	100.0000	0	100.0000	100.0000	0.0000	0.0000	0.0000	0.0000	100.0000	0	0	100.0000	(6)=[(4)/(2)]*100	% of votes in favour on votes polled	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.			
Add Notes	Yes	0.0000	0.0000	0	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0	0	0.0000	(7)=[(5)/(2)]*100	% of Votes against on votes polled	ny for the financial Auditors thereon.			COLORIDATION COLORIDATION

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	notes on resolution	Disclosure of r					
	is Pass or Not.	Whether resolution					
0		877702	29.2548	877702	3000200	Total	
	0	41802	5.5706	41802	750400	Total	
0	0	0	0.0000	0		Postal Ballot (if applicable)	Institutions
0	0	38102	5.0776	38102	750400	Poll	Public- Non
	0	3700	0.4931	3700		E-Voting	
1	0	0	0.0000	0	0	Total	
1	0	0	0	0		Postal Ballot (if applicable)	Institutions
T	0	0	0	0	0	Poll	Public-
T	0	0	0	0		E-Voting	
Ť	0	835900	37.1544	835900	2249800	Total	
	0	0	0.0000	0		Postal Ballot (if applicable)	Promoter Group
T	0	0	0.0000	0	2249800	Poll	Promoter and
Ī	0	835900	37.1544	835900		E-Voting	
(6)=[(4)/(2)]*100	(5)	(4)	(3)=[(2)/(1)]*100	(2)	(1)		
% of votes in favour on votes polled	No. of votes – against	No. of votes - in favour	% of Votes polled on outstanding shares	No. of votes polled	No. of shares held	Mode of voting	Category
0000 fers	ikesh Gupta [DIN: , being eligible, off	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-	To appoint a Direct company who re	tion considered	Description of resolution considered		
	Yes			nda/resolution?	interested in the ager	Whether promoter/promoter group are interested in the agenda/resolution?	Whether p
	Ordinary			linary / Special)	Resolution required: (Ordinary / Special)	Resc	
			Resolution (2)	Reso			
1			1 101	State State State State State	「「「「「「「「」」」」」」」」」」」」」」」」」」」」」」」」」」」」		Solution between the second

 Details of Invalid Votes

 Category
 No. of Votes

 Promoter and Promoter Group
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 Public Insitutions
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			Reso	Resolution (3)				
	Reso	Resolution required: (Ordinary / Special)	dinary / Special)			Ordinary		
Whether p	Whether promoter/promoter group are interested in the agenda/resolution?	nterested in the ager	nda/resolution?			No		
		Description of resolution considered	tion considered	To ratify/confirm t	To ratify/confirm the remuneration payab	yable to Cost audito 31st, 2020.	le to Cost auditors for the financial year ending March 31st, 2020.	year ending March
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
	E-Voting		2249800	100.000	2249800	0	100.0000	0.0000
Promoter and	Poll	2249800	0	0.0000	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		3700	0,4931	3700	0	100.0000	0.0000
Public- Non	Poll	750400	38102	5.0776	38102	0	100.0000	0.0000
Institutions	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	is Pass or Not.	Y	Yes
					Disclosure of not	notes on resolution		Add Notes
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	Details of Invalid Votes	ß			2			
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Category

No. of Votes

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Public - Non Insitutions **Public Insitutions** Promoter and Promoter Group

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Public-Promoter Group Promoter and Institutions Institutions Public- Non Category Whether promoter/promoter group are interested in the agenda/resolution? E-Voting Postal Ballot (if applicable) Poll Total E-Voting Total Total E-Voting Postal Ballot (if applicable) Poll Postal Ballot (if applicable) Poll Mode of voting Total Resolution required: (Ordinary / Special) Description of resolution considered No. of shares held (1) 2249800 2249800 3000200 750400 750400 0 No. of votes polled (2) 2249800 2249800 2290102 40302 37102 Resolution (4) 3200 0 % of Votes polled (3)=[(2)/(1)]*100 on outstanding To appoint Mrs. Shalini Mathur (Din: 08386168) as a Women Independent Director of the shares 100.0000 100.0000 0.0000 76.3316 5.3707 0.0000 4.9443 0.4264 0.0000 0.0000 Whether resolution is Pass or Not. No. of votes - in favour Disclosure of notes on resolution (4) 2249800 2249800 2290102 37102 40302 3200 No. of votes against Company Ordinary No (5) 0 0 0 0 C 0 0 C 0 0 (6)=[(4)/(2)]*100 favour on votes % of votes in polled 100.0000 100.0000 100.0000 100.0000 100.0000 100.0000 0.0000 0.0000 0.0000 0.0000 Add Notes Yes % of Votes against (7)=[(5)/(2)]*100 on votes polled 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000

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Details of Invalid Votes

No. of Votes

Public Insitutions Public - Non Insitutions

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Promoter and Promoter Group

Category

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

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Resolution (5)

Promoter and Promoter Group Category Details of Invalid Votes

No. of Votes

Public - Non Insitutions

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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 43rd 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.

OC HSN Piyush Bindal

Practicing Company Secretary Membership No.: 6749 C. P. No. 7442

Proprietor Piyush Bindal & Associates Company Secretary



COMPANY SECRETARIES

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

To, The Chairman, 43rd 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:
 - 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
 - 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 43rd 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.

- 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 43rd 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



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.
- 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

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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:



ITEM NO. 1:-

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

		Num	ber of memb	ers	Numb	er of votes con	tained 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:

		Num	ber of Memb	ers	Numb	er of votes cont	tained 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.





COMPANY SECRETARIES

ITEM NO. 3:-

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

		Num	ber of membe	ers	Numb	er of votes con	tained 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	1	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:

		Num	ber of memb	ers	Numb	er of votes con	tained 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	5	0	0	0	0	0	0	0.0000
Total	100111	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.



ITEM NO. 5:-

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

		Num	ber of membe	ers	Numb	er of votes cont	ained 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	s	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.





COMPANY SECRETARIES

Thanking You,

Yours Faithfully, Prynd Piyush Bindal

Practicing Company Secretary Membership No.: F6749 C. P. No. 7442

Proprietor Piyush Bindal & Associates Company Secretaries

Place: Bhopal Date: 27.09.2019

> <u>Countersigned by</u> For Star Delta Transformers Limited



mpl

Chairman of the 43rd AGM (Kishore Grupta) (DIN:-00014205)

