



STAR DELTA TRANSFORMERS LTD.

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Dated: September 29, 2020

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

Script Code: 539255

Subject: Summary of Proceedings of 44th Annual General Meeting of the Star Delta Transformers Limited ("the Company") held on Tuesday, September 29, 2020- Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015)

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III and other applicable provisions of the SEBI (LODR) Regulations, 2015, please find enclosed proceedings of the 44th Annual General Meeting ("AGM") of the Company held on Tuesday, September 29, 2020 at 02.00 p.m. IST through Video Conferencing ("VC")/other Audio Visual means ("OAVM").

Kindly acknowledge the receipt and take the same on your record.

For Star Delta Transformers Limited

Priya Solanki
Company Secretary & Compliance officer



Proceedings (in brief) of the Annual General Meeting of the Members of Star Delta Transformers Limited- pursuant to Regulation 30(6) read with Schedule III of the Listing Regulations

Date, Time and Venue of the Meeting:

The 44th (Forty-Fourth) Annual General Meeting ("AGM" or "the Meeting") of the Members of the Star Delta Transformers Limited ("the Company") was duly convened and held on Tuesday, September 29, 2020 at 02.00 p.m. (IST) 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. The Meeting commenced at 02.00 p.m. (IST) p.m. (IST) and concluded at 02.18 p.m. (IST).

In view of the challenges and risk faced due to the ongoing coronavirus pandemic and keeping in mind the safety of the Shareholders and employees of the Company the Meeting was held through VC in compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India and the Securities and Exchange Board of India ("SEBI"). The Company had provided two-way video conferencing facility and live webcast of the proceedings of the AGM.

Proceedings in brief:

The Company Secretary welcomed all the Shareholders and briefed them about certain procedural and technical aspects for participation in the VC meeting.

Mr. Kishore Gupta, Managing Director and Chairman of the Board, chaired the Meeting.

The Chairman welcomed the Members present at the 44th AGM of the Company.

The Chairman informed that all efforts feasible under the circumstances have been indeed made by the Company to enable the Members to participate in the AGM through Video Conferencing and vote on items as proposed in the Notice of AGM.

All the Directors of the Company (including Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee), the Chief Financial Officer and the representatives of M/s. S.L. Khabya & Co., Chartered Accountants (Statutory Auditors), M/s. Piyush Bindal & Associates, Practicing Company Secretaries (Secretarial Auditors), M/s. Sanjay Kasliwal & Associates., Cost Accountants (Cost Auditors) and attended the AGM through Video Conference.

The requisite quorum being present, the Chairman called the Meeting to order.

The Notice of the 44th AGM along with the copies of the Audited Financial Statements for the financial year ended March 31, 2020 together with the Directors' and Auditors' Reports were dispatched to all Members who's e-mail address was registered with the Company/the Depository Participant electronically via e-mail in compliance with the circulars issued by the MCA and the SEBI in this regard within the statutory timeline on September 3, 2020. With the consent of the Members present at the Meeting, the Notice of the 44th AGM was taken as read.

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The Chairman further informed the Members that there were no qualifications or observations or adverse remarks in the Report of the Statutory Auditor on the Audited Standalone and Consolidated Financial Result of the Company for the financial year ended March 31, 2020 and in the Report of the Secretarial Auditor and hence the said Reports were taken as read, with the consent of the Members.

The Chairman informed the Members that if any members seeking to inspect Register of Directors' and Key Managerial Personnel and their shareholding, Register of contracts or arrangements in which Director is interested, and other Documents as mentioned in the Notice of the AGM and the Explanatory Statement thereof, can send their request to cs.sdtl77@gmail.com.

The Chairman then delivered his speech to the members.

The Chairman informed the members that the Company had provided to the members, the facility to cast their vote electronically through remote e-voting facility provided by National Securities Depository Limited ("NSDL") which had commenced on Saturday, September 26, 2020 from 9:00 a.m. (IST) and concluded on Monday, September 28, 2020 at 5:00 p.m. (IST) on all resolutions set forth in the Notice of the AGM.. The Chairman further informed that Members attending the AGM, who had not voted electronically through remote e-voting, can cast their votes through the same e-voting system of NSDL at the AGM.

The following resolutions set out in the Notice convening the AGM were put to vote by remote evoting and remote e-voting during the Meeting:

AS ORDINARY BUSINESS:

Ordinary Resolution:

Item No. 1: Adoption of Audited Financial Statements together with the reports of Board's of Directors and the Auditor's thereon;

Ordinary Resolution:

Item No. 2. Re-appointment of Mr. Kishore Gupta (DIN: 00014205), as a "Director", liable to retire by rotation, who has offered himself for re-appointment:

AS SPECIAL BUSINESS:

Ordinary Resolution:

Item No. 3. To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2021;

Ordinary Resolution:

Item No. 4. Appointment of Mr. Ajay Gupta (Din: 03644871) as an "Independent Director" of the Company.

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Ordinary Resolution:

Item No. 5. Appointment of Mr. Ankur Chouksey (DIN: 08703922) as an "Independent Director" of the Company.

Special Resolution:

Item No. 6. Appointment of Mr. Mayank Gupta (DIN:00244850) as an "Director" (Executive) of the Company and fixing his minimum remuneration.

Special Resolution:

Item No. 7: Re-appointment of Mr. Kishore Gupta, (Din: 00014205) as a "Chairman and Managing Director" of the Company and fixing his minimum remuneration.

Special Resolution:

Item No. 8: Reappointment of Mr. Rakesh Gupta (DIN: 00014139) as whole time Director and fixing his minimum remuneration.

Special Resolution:

Item No. 9: To increase the limit for granting loan or advances, and to provide guarantee or Security under section 185 of Companies Act, 2013.

Special Resolution:

Item No. 10: To increase the limit for granting loan or advances, and to provide guarantee or Security under section 186 of Companies Act, 2013.

Ordinary Resolution:

Item No. 11: To approve entering into Material Related Party Transactions.

The Chairman informed to the members that the Company had not received any request from any member to become speaker shareholder at the 44th AGM. Although the Board had provided an opportunity to every member present in the meeting to express their views or ask questions / queries on resolutions proposed as set out in the Notice of the AGM via chat box on the webcast page during the AGM. The Chairman thereafter addressed and responded to the questions posted on the communication chat box.

The Chairman further informed the Members that the Board of Directors of the Company had appointed CS Piyush Bindal, practicing Company Secretaries, Proprietor of M/s. Piyush Bindal & Associates as the Scrutinizer to scrutinize the voting process through remote e-voting and e-voting at the AGM.

The Chairman also informed the Members that the combined results of the e-voting (remote e-voting and e-voting at the AGM) along with the consolidated Scrutinizers report shall be declared within 48 hours of the Meeting and would be communicated to the Stock Exchanges where equity shares of the Company were listed and uploaded on the website of the Company and NSDL simultaneously. The Chairman authorized the Company Secretary of the Company to severally receive the scrutinizer's report and declare the results of the voting.

The Chairman thanked the Shareholders, for attending and participating in the Meeting and also the employees of the Company, Government agencies and other stakeholders for their

Signature



continued support. The e-voting facility was kept open for the next 15 (fifteen) minutes to enable the Members to cast their vote.

The Chairman then declared the proceedings of the meeting as closed and concluded the meeting. The AGM was concluded at 2.18 p.m. (1ST).

This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

For Star Delta Transformers Limited



Priya Solanki
Company Secretary & Compliance officer

