

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

Date: OCTOBER 1ST 2023

To,
BSE Limited
Phiroze Jeejeebhoy 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 47th Annual general meeting of Star Delta Transformers Limited held on Friday, September 29, 2023 at 12.30 p.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 47th 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 .

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

Itisha
Agarwal

Digitally signed by
Itisha Agarwal
Date: 2023.10.01
12:15:19 +05'30'

Itisha Agarwal
Company Secretary & Compliance officer

Encl: as above



Form MGT-13

Consolidated Scrutinizer's Report

(Pursuant to 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial standard on General Meetings issued by Institute of Company Secretaries of India)

To,

The Chairman of 47th Annual General Meeting of the members of
STAR DELTA TRANSFORMERS LIMITED
CIN: L31102MP1977PLC001393
92-A, Industrial Area, Govindpura,
Bhopal Madhya Pradesh - 462023

Dear Madam,

Subject: Consolidated Scrutinizer's Report for the remote e-voting and physical voting process at the 47th Annual General Meeting of the Members of STAR DELTA TRANSFORMERS LIMITED held on Friday, the 29th day of September, 2023 at 92-A, Industrial Area, Govindpura, Bhopal Madhya Pradesh - 462023

1. I, Piyush Bindal, Proprietor of "Piyush Bindal & Associates", Practicing Company Secretaries, have been appointed as the 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 11th August, 2023 ('the Notice') of the 47th Annual General Meeting ('AGM') of the Members of Star Delta Transformers Limited ('the Company') held on Friday, the 29th day of September, 2023 at 92-A, Industrial Area, Govindpura, Bhopal Madhya Pradesh-462023

2. The Company has appointed National Securities Depository Limited ("NSDL"), 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, 26th September, 2023 (09.00 a.m. IST) and ended on Thursday, 28th September, 2023 (05.00 p.m. IST).

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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



3. Management's Responsibility:

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 47th AGM of the Members of the Company. ("Notice").

4. Scrutinizer's Responsibility:

My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), is restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to submit a Scrutinizer's Consolidated Report of the votes cast 'in favour' or 'against' the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), and placed on the result of Poll taken at the AGM.

5. After the time fixed for the closing of the Poll by the Chairman in the Annual General Meeting, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. On Completion of voting at the meeting, the locked Ballot Box was subsequently opened in my presence at 01.30 PM on 29th September 2023 and ballot papers were diligently scrutinized. I was provided 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 Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. Voting rights of the members have been reckoned in proportion to their shares of the paid-up Equity Share Capital of the company as on the cut – off date i.e. 22nd September, 2023

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 28th September, 2023, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evoting.nsdl.com> of NSDL. Based on such reports generated by NSDL and relied upon by me, data regarding the e-votes was scrutinized.
- **13 (Thirteen only) Members had cast their votes through remote e-Voting.**
- **7 (Seven only) 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:

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ITEM NO. 1: -

Ordinary Resolution - 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:

	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	13	7	20	2251722	14150	2265872	100.0000
Against	0	0	0	0	0	0	0.0000
Total	13	7	20	2251722	14150	2265872	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated 11th August, 2023 has been passed by the Members through poll at the 47th AGM and through remote e-voting with requisite majority.

ITEM NO. 2: -

Ordinary Resolution - Re-appointment of Mr. Mayank Gupta (DIN: 00244850), as a Director liable to retire by rotation, who has offered himself for re-appointment.

	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	4	7	11	1922	14150	16072	100.0000
Against	0	0	0	0	0	0	0.0000
Total	4	7	11	1922	14150	16072	100.0000
Invalid / Abstained	9	0	9	2249800	0	2249800	

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated 11th August, 2023 has been passed by the Members through poll at the 47th AGM and through remote e-voting with requisite majority.

ITEM NO. 3: -

Ordinary Resolution - To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2024.

	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	

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PIYUSH BINDAL & ASSOCIATES
COMPANY SECRETARIES

In favour	13	7	20	2251722	14150	2265872	100.0000
Against	0	0	0	0	0	0	0.0000
Total	13	7	20	2251722	14150	2265872	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated 11th August, 2023 has been passed by the Members through poll at the 47th AGM and through remote e-voting with requisite majority.

ITEM NO. 4: -

Special Resolution - 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, 2024.

	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	13	7	20	2251722	14150	2265872	100.0000
Against	0	0	0	0	0	0	0.0000
Total	13	7	20	2251722	14150	2265872	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated 11th August, 2023 has been passed by the Members through poll at the 47th AGM and through remote e-voting with requisite majority.

ITEM NO.5: -

Special resolution - Fixing of Minimum Remuneration for Mr. Kishore Gupta (Din: 00014205) Managing Director of the Company in the event of Inadequacy or Absence of Profit.

	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	4	7	11	1922	14150	16072	100.0000
Against	0	0	0	0	0	0	0.0000
Total	4	7	11	1922	14150	16072	100.0000
Invalid / Abstained	9	0	9	2249800	0	2249800	

Based on the aforesaid results, Special Resolution No. 5 of the Notice dated 11th August, 2023 has been passed by the Members through poll at the 47th AGM and through remote e-voting with requisite majority.




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ITEM NO.6: -

Special resolution - 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.

	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	4	7	11	1922	14150	16072	100.0000
Against	0	0	0	0	0	100	0.0000
Total	4	7	11	1922	14150	16072	100.0000
Invalid / Abstained	9	0	9	2249800	0	2249800	

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated 11th August, 2023 has been passed by the Members through poll at the 47th AGM and through remote e-voting with requisite majority.

ITEM NO.7: -

Special resolution - Appointment of Shashendra Lahri (DIN: 02704101) as an "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	13	7	20	2251722	14150	2265872	100.0000
Against	0	0	0	0	0	0	0.0000
Total	13	7	20	2251722	14150	2265872	100.0000
Invalid / Abstained	0	0	0	0	0	0	

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated 11th August, 2023 has been passed by the Members through poll at the 47th AGM and through remote e-voting with requisite majority.

8. In terms of the Notice for the 47th AGM dated 11th August, 2023, the members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members who had voted at remote e-voting were treated as invalid.
9. The electronic data and all other relevant records of e-voting will remain are under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the 47th AGM.

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PIYUSH BINDAL & ASSOCIATES
COMPANY SECRETARIES

10. This report is issued in accordance with the terms of my engagement letter.

Restriction on Use


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 NSDL. 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.

Note: For the purpose of Number of members voted in case of Promoter and Promoter group, the numbers of folios have been consolidated on PAN basis.

Thanking You,

Yours Faithfully,
For Piyush Bindal & Associates
Company Secretaries
Firm's Registration No. S2012MP186400
Peer Review Cert. No.: 922/2020


Piyush Bindal
Proprietor
Membership No.: F6749
C. P. No. 7442
UDIN: F006749E001127539
Place: Bhopal
Date: 29.09.2023


Countersigned by Mr. Kishore Gupta
(Chairman of the 47th Annual General Meeting)

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
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	2249800	100.0000	2249800	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	750400	1922	0.2561	1922	0	100.0000	0.0000
	Poll		14150	1.8857	14150	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	750400	16072	2.1418	16072	0	100.0000	0.0000
Total		3000200	2265872	75.5240	2265872	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	
Public Insitutions	
Public - Non Insitutions	

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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				Re-appointment of Mr. Mayank Gupta (DIN: 00244850), as a Director liable to retire by rotation, who has offered himself for re-appointment:				
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	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2249800	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	750400	1922	0.2561	1922	0	100.0000	0.0000
	Poll		16072	2.1418	16072	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	750400	17994	2.3979	17994	0	100.0000	0.0000
Total		3000200	17994	0.5998	17994	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	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify/confirm the remuneration payable to Cost auditors for the financial year ending March 31, 2024;				
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	2249800	100.0000	2249800	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	750400	1922	0.2561	1922	0	100.0000	0.0000
	Poll		14150	1.8857	14150	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	750400	16072	2.1418	16072	0	100.0000	0.0000
Total		3000200	2265872	75.5240	2265872	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	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
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	2249800	100.0000	2249800	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	750400	1922	0.2561	1922	0	100.0000	0.0000
	Poll		14150	1.8857	14150	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	750400	16072	2.1418	16072	0	100.0000	0.0000
Total		3000200	2265872	75.5240	2265872	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	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Fixing Of Minimum Remuneration For Mr. Kishore Gupta (Din: 00014205) Managing Director Of The Company In The Event Of Inadequacy Or Absence Of Profit				
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	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2249800	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	750400	1922	0.2561	1922	0	100.0000	0.0000
	Poll		14150	1.8857	14150	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	750400	16072	2.1418	16072	0	100.0000	0.0000
Total		3000200	16072	0.5357	16072	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	
Public Insitutions	
Public - Non Insitutions	

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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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				
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	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2249800	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	16072	1922	11.9587	1922	0	100.0000	0.0000
	Poll		14150	88.0413	14150	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	16072	16072	100.0000	16072	0	100.0000	0.0000
Total		2265872	16072	0.7093	16072	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	
Public Insitutions	
Public - Non Insitutions	

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Resolution (7)

Resolution required: (Ordinary / Special)

Special

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

No

Description of resolution considered

Appointment of Shashendra Lahri (DIN: 02704101) as an “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	2249800	100.0000	2249800	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2249800	2249800	100.0000	2249800	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	750400	1922	0.2561	1922	0	100.0000	0.0000
	Poll		14150	1.8857	14150	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	750400	16072	2.1418	16072	0	100.0000	0.0000
Total		3000200	2265872	75.5240	2265872	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	
Public Insitutions	
Public - Non Insitutions	