



**CONSOLIDATED SCRUTINIZER'S REPORT**

**(Pursuant to section 108 & 109 of the companies act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014)**

To  
The Chairman  
Star Delta Transformers Limited  
92 A, Industrial Area, Govindpura,  
Bhopal, (M. P.) - 462023

**Sub:** Scrutinizers Report on Remote e-voting and poll conducted at the 39<sup>th</sup> Annual General Meeting of Star Delta Transformers Limited held on 30<sup>th</sup> September 2015.

Dear Sir

The Board of Directors of Star Delta Transformers Limited (CIN: L31102MP1977PLC001393) ("the Company") in their meeting held on 13.08.2015 has appointed me as the Scrutinizer for Scrutinizing voting (i.e. Remote e-voting and poll at meeting) of the company on the resolutions contained in the Notice of 39<sup>th</sup> Annual General Meeting held on Wednesday, 30<sup>th</sup> day of September 2015 at the Registered office of the company.

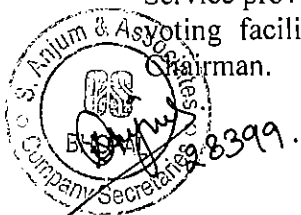
The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and voting by poll at the AGM. My responsibility as a scrutinizer for the voting process is restricted to preparing a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL) (the Agency/ Service provider).

The Company had dispatched notice of AGM on 04.09.2015, to the Shareholders along with statement setting out material facts under Section 102 of the Act in respect of the below mentioned resolutions passed at the Annual General Meeting of company.

The company has availed the Remote e-voting facility offered by Central Depository Services (India) Ltd. (CDSL) for conducting remote e-voting by the shareholders of the company.

The company has also provided voting facility at the venue of the Annual General Meeting through electronic voting system to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility. However due to some technical problem/issue the e-voting facility at the time of AGM was not been enabled by the Service provider (CDSL) and therefore members present in the AGM could not voted through e-voting facility and opted to vote through physical polling papers with the permission of

Chairman.



**PRINCIPAL PLACE OF BUSINESS :**

Plot No. 16, A.S.-1, Block -A, IInd Floor, Amar Stambh, Press Complex, Zone-I, M.P. Nagar, Bhopal (M.P.) India - 462 011  
Tel. : +91 755 3299658, 4277519, Fax : +91 755 4277519, E-mail : csshadabanjum@gmail.com

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SHADAB ANJUM  
PRACTICING COMPANY SECRETARY

The members of the company holding shares as on the “cut off date” i.e. 21<sup>st</sup> September 2015 were entitled to vote on the resolutions stated in the notice of the 39<sup>th</sup> Annual General Meeting. As per the provisions of the Companies Act, 2013 the numbers of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned members. One share held will be equal to one vote.

The Remote e-voting period was commenced on 27<sup>th</sup> September 2015 at 9:00 a.m. and ended on 29<sup>th</sup> September 2015 at 5:00 p.m. and at the end of the remote e-voting period, the remote e-voting facility was blocked by the CDSL.

After the closer of the voting at the Annual General Meeting, after counting the votes cast at the meeting through physical polling papers in the presence of two witnesses Ms. Richa Ogle & Mr. Mohammed Ilyas who are not in the employment of the company, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Richa Ogle & Mr. Mohammed Ilyas who are not in the employment of the company. The results of Remote e - voting alongwith the list of members who voted “For” and “Against” the resolution were downloaded from the e-voting portal/website of CDSL.

On scrutiny of the votes cast through remote e-voting facility and through physical polling papers, I observed that out of total 772 shareholders holding total 30,00,200 shares as on the cut off date 21<sup>st</sup> September 2015, 62 members holding 22,80,022 shares had cast their votes through remote e-voting facility during the remote e-voting period and 06 members holding 7,603 shares had cast their votes through physical polling papers at the AGM, representing overall 76.25% voting (76% through Remote e-voting & 0.25% through physical polling papers).

Based on the aforesaid results, all the Ordinary Resolutions and Special Resolutions as contained in Item No. 1 to Item No. 8 of the Notice of AGM have been passed with requisite majority.

I submit herewith my detailed consolidated scrutinizer’s report on the results of voting through electronic means (remote e-voting) and voting through physical polling papers as under:

**Item No. 1: As an Ordinary Resolution**

To receive, consider and adopt the financial statement consisting of Balance Sheet as at March 31, 2015, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2015 along with the reports of the Board of Directors and Auditors thereon.

Particulars (Mode of Voting)	Total No. of Folios/ Members Voted	Votes in Favour of Resolution		Votes Against the Resolutions		Invalid Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	

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Remote e-voting	62	22,80,022	100	Nil	Nil	Nil
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 2: As an Ordinary Resolution**

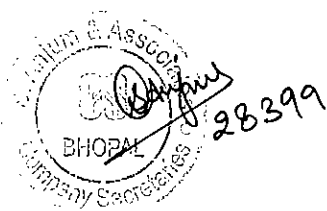
To declare Dividend on equity shares for the financial year 31st March, 2015.

Particulars (Mode of Voting)	Total No. of Folios/ Members Voted	Votes in Favour of Resolution		Votes Against the Resolutions		Invalid Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	
Remote e-voting	62	22,80,022	100	Nil	Nil	Nil
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 3: As an Ordinary Resolution**

To appoint a director in place of Mr. Rakesh Gupta [DIN: 00014139] Whole time Director, who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

Particulars (Mode of Voting)	Total No. of Folios/ Members Voted	Votes in Favour of Resolution		Votes Against the Resolutions		Invalid Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	
Remote e-voting	62	22,80,022	100	Nil	Nil	Nil
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



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**Item No. 4: As an Ordinary Resolution**

To appoint M/s. A.K. Khabya and Co, Chartered Accountants, (FR No. 001994C) the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

Particulars (Mode of Voting)	Total No. of Folios/ Members Voted	Votes in Favour of Resolution		Votes Against the Resolutions		Invalid Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	
Remote e-voting	62	22,80,022	100	Nil	Nil	Nil
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 5: As a Special Resolution**

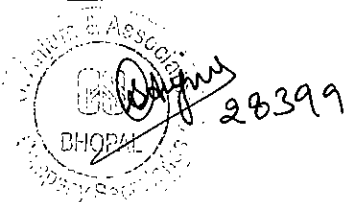
To approve the remuneration of the Cost Auditors.

Particulars (Mode of Voting)	Total No. of Folios/ Members Voted	Votes in Favour of Resolution		Votes Against the Resolutions		Invalid Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	
Remote e-voting	62	22,80,022	100	Nil	Nil	Nil
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 6: As a Special Resolution**

Ratification of payment of minimum remuneration to Mr. Kishore Gupta, (DIN:00014205) Managing Director and Rakesh Gupta (DIN: 00014139), Whole time Director for the period ending 31 March, 2015.

Particulars	Total No.	Votes in Favour of	Votes Against the	Invalid
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(Mode of Voting)	of Folios/ Members Voted	Resolution		Resolutions		Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	
Remote e-voting	62	22,80,022	100	Nil	Nil	Nil
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 7: As a Special Resolution**

Payment of Minimum Remuneration to Mr. Kishore Gupta (DIN:00014205) , Managing Director of the Company in the event of inadequacy or absence of profit.

Particulars (Mode of Voting)	Total No. of Folios/ Members Voted	Votes in Favour of Resolution		Votes Against the Resolutions		Invalid Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	
Remote e-voting	62	22,80,022	100	Nil	Nil	Nil
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**Item No. 8: As a Special Resolution**

Payment of Minimum Remuneration to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company in the event of inadequacy or absence of profit.

Particulars (Mode of Voting)	Total No. of Folios/ Members Voted	Votes in Favour of Resolution		Votes Against the Resolutions		Invalid Votes
		Nos.	% of Total No. of Valid Votes Cast	Nos.	% of Total No. of Valid Votes Cast	
Remote e-voting	62	22,80,022	100	Nil	Nil	Nil

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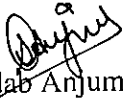
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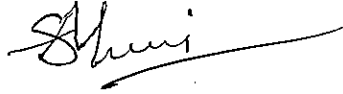
Physical Polling Papers	6	7,603	100	Nil	Nil	Nil
<b>Total</b>	<b>68</b>	<b>22,87,625</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

Thanking You,

**Yours Faithfully**  
For S. Anjum & Associates

  
Shadab Anjum  
ACS: 28399, CP No. 10255





Countersigned by Chairman of the Meeting  
(Mr. Shashendra Lahri)  
DIN: 02704101

Place: Bhopal  
Date : 03.10.2015

We the undersigned witnessed that the votes cast at the meeting through physical polling papers and the votes cast through remote e-voting were unblocked in our presence at the venue of Annual General Meeting i.e. at 92 A, Industrial Area, Govindpura, Bhopal, (M. P.) – 462023.

  
1) Ms. Richa Ogle

  
2) Mr. Mohammed Ilyas.