

**Annexure II**

**Star Delta Transformers Limited – Voting Results**

Date of AGM: 30<sup>th</sup> September 2015

Number of Shareholders as on record Date: 772

Number of Shareholders present in the meeting either in person or through proxy:

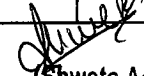
Promoter & Promoter Group: 2

Public: 11

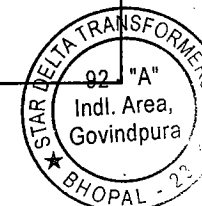
Number of Shareholders attended the Meeting through Video Conferencing: Not Applicable

Item No. as per AGM Notice	Particulars of Resolutions	Total no. of Folios Voted	Total no. of Votes	Total Assent Votes	% Of Assent Votes	Total Dissent Votes	% of dissent votes
1	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	68	2287625	2287625	100	0	0

For & on behalf  
Star Delta Transformers Ltd

  
(Shweta Agarwal)

Company Secretary/ Compliance Officer

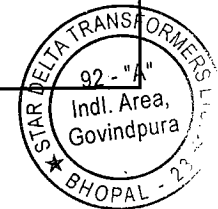


	reports of the Board of Directors and Auditors thereon.						
2	To declare Dividend on equity shares for the financial year 31st March, 2015.	68	2287625	2287625	100	0	0
3	To appoint a director in place of Mr. Rakesh Gupta [DIN: 00014139] Whole time Director, who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.	68	2287625	2287625	100	0	0
4	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.	68	2287625	2287625	100	0	0
5	To approve the remuneration of the Cost Auditors.	68	2287625	2287625	100	0	0
6	Ratification of payment of minimum remuneration to Mr. Kishore Gupta, (DIN:00014205) Managing	68	2287625	2287625	100	0	0

For & on behalf  
Star Delta Transformers Ltd

(Shweta Agarwal)

Company Secretary/ Compliance Officer

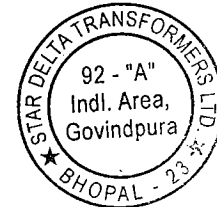


	Director and Rakesh Gupta (DIN: 00014139), Whole time Director for the period ending 31 March, 2015.						
7.	Payment of Minimum Remuneration to Mr. Kishore Gupta (DIN:00014205), Managing Director of the Company in the event of inadequacy or absence of profit.	68	2287625	2287625	100	0	0
8.	Payment of Minimum Remuneration to Mr. Rakesh Gupta (DIN: 00014139), Whole time Director of the Company in the event of inadequacy or absence of profit.	68	2287625	2287625	100	0	0

For & on behalf  
Star Delta Transformers Ltd

*Shweta*  
(Shweta Agarwal)

Company Secretary/ Compliance Officer



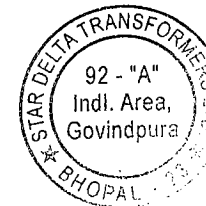
**MEMBERS CATEGORY WISE VOTING RESULTS**

**Star Delta Transformers Limited**

**Resolution No. 1 (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.

Promoter/public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. Of votes polled invalid (4)	No. of Votes Polled Valid (5) =[(2)-(4)]	No. of Votes in Favour (6)	No. of Votes Against (7)	% of Votes in Favour on Votes Polled (8) =[(6)/(5)]*100	% of Votes Against on Votes Polled (9)=[(7)/(5)]*100
<b>Mode: remote evoting and poll</b>									
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public-Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>



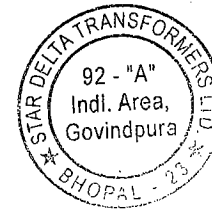
**For & on behalf  
Star Delta Transformers Ltd**

*(Signature)*  
**(Shweta Agarwal)**  
Company Secretary/ Compliance Officer

**Resolution No. 2 (Ordinary Resolution)**

TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 31ST MARCH, 2015

Promoter/public	No. of shares held (1)	No. of votes polled. (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. Of votes polled invalid (4)	No. of Votes Polled Valid (5) =[(2)-(4)]	No. of Votes in Favour (6)	No. of Votes Against † (7)	% of Votes in Favour on Votes Polled (8) =[(6)/(5)]*100	% of Votes Against on Votes Polled (9)=[(7)/(5)]*100
<b>Mode: remote voting and poll</b>									
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public-Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>

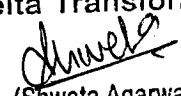


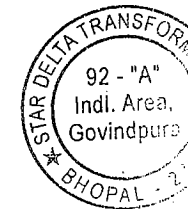
For & on behalf  
Star Delta Transformers Ltd  
*(Signature)*  
(Saweta Agarwal)  
Company Secretary/ Compliance Officer

**Resolution No. 3 (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

Promoter/public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100	No. Of votes polled invalid (4)	No. of Votes Polled Valid (5)=[(2)-(4)]	No. of Votes in Favour (6)	No. of Votes Against (7)	% of Votes in Favour on Votes Polled (8)=[(6)/(5)]*100	% of Votes Against on Votes Polled (9)=[(7)/(5)]*100
Mode: remote voting and poll	(1)	(2)		(4)		(6)	(7)		
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public-Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>

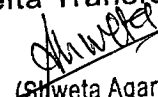
For & on behalf  
Star Delta Transformers Ltd  
  
(Shweta Agarwal)  
Company Secretary/ Compliance Officer

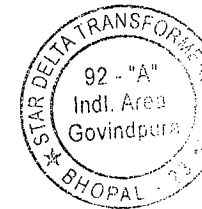


**Resolution No. 4 (Ordinary Resolution)**

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

Promoter/public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. Of votes polled invalid (4)	No. of Votes Polled Valid (5) =[(2)-(4)]	No. of Votes in Favour (6)	No. of Votes Against (7)	% of Votes in Favour on Votes Polled (8) =[(6)/(5)]*100	% of Votes Against on Votes Polled (9)=[(7)/(5)]*100
Mode: remote voting and poll	(1)	(2)		(4)					
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public-Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>

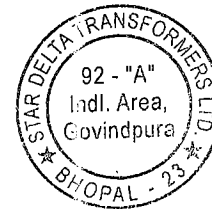
For & on behalf  
Star Delta Transformers Ltd  
  
(Shweta Agarwal)  
Company Secretary/ Compliance Officer



**Resolution No. 5 (Special Resolution)**

TO APPROVE THE REMUNERATION OF THE COST AUDITORS

Promoter/public  Mode: remote evoting and poll	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. Of votes polled invalid  (4)	No. of Votes Polled Valid (5) =[(2)-(4)]	No. of Votes in Favour (6)	No. of Votes Against (7)	% of Votes in Favour on Votes Polled (8) =[(6)/(5)]*100	% of Votes Against on Votes Polled (9)=[(7)/(5)] *100
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>



For & on behalf  
Star Delta Transformers Ltd

*Shweta*  
(Shweta Agarwal)

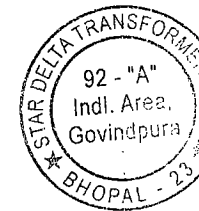
Company Secretary/ Compliance Officer



**Resolution No. 6 (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

<b>Promoter/public</b>  <b>Mode: remote evoting and poll</b>	<b>No. of shares held  (1)</b>	<b>No. of votes polled  (2)</b>	<b>% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100</b>	<b>No. Of votes polled invalid  (4)</b>	<b>No. of Votes Polled Valid (5) =[(2)-(4)]</b>	<b>No. of Votes in Favour  (6)</b>	<b>No. of Votes Against  (7)</b>	<b>% of Votes in Favour on Votes Polled  (8) =[(6)/(5)]*100</b>	<b>% of Votes Against on Votes Polled  (9)=[(7)/(5)] *100</b>
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>

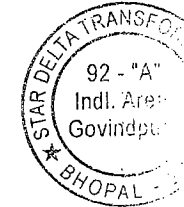


For & on behalf  
Star Delta Transformers Ltd  
*Shweta*  
(Shweta Agarwal)  
Company Secretary/ Compliance Officer

**Resolution No. 7 (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.

Promoter/public Mode: remote evoting and poll	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. Of votes polled invalid (4)	No. of Votes Polled Valid (5) =[(2)-(4)]	No. of Votes in Favour (6)	No. of Votes Against (7)	% of Votes in Favour on Votes Polled (8) =[(6)/(5)]*100	% of Votes Against on Votes Polled (9)=[(7)/(5)] *100
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public- Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>

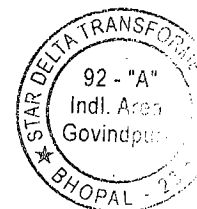


For & on behalf  
Star Delta Transformers Ltd  
*Shweta*  
(Shweta Agarwal)  
Company Secretary/ Compliance Officer

**Resolution No. 8 (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

Promoter/public	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding Shares (3) = [(2)/(1)]*100	No. Of votes polled invalid (4)	No. of Votes Polled Valid (5) = [(2)-(4)]	No. of Votes in Favour (6)	No. of Votes Against (7)	% of Votes in Favour on Votes Polled (8) = [(6)/(5)]*100	% of Votes Against on Votes Polled (9) = [(7)/(5)]*100
Mode: remote voting and poll	(1)	(2)		(4)					
Promoter & Promoter Group	2249800	2249800	100	0	2249800	2249800	0	100	0
Public-Institutional Holders	0	0	0	0	0	0	0	0	0
Public-Others	750400	37825	5.04	0	37825	37825	0	100	0
<b>Total</b>	<b>3000200</b>	<b>2287625</b>	<b>76.24</b>	<b>0</b>	<b>2287625</b>	<b>2287625</b>	<b>0</b>	<b>100</b>	<b>0</b>



For & on behalf  
Star Delta Transformers Ltd  
*(Signature)*  
(Shweta Agarwal)  
Company Secretary/ Compliance Officer