

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

Dated: 28/05/2025

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

SCRIP CODE: 539255

Subject: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report duly issued by M/s. Piyush Bindal and Associates, Company Secretaries, Bhopal for the financial year ended March 31, 2025

We request you to kindly take the same on your record.

Thanking You.
Yours faithfully,

For Star Delta Transformers Limited

ITISHA
AGARWAL

Digitally signed by
ITISHA AGARWAL
Date: 2025.05.28
17:31:50 +05'30'

Itisha Agarwal
Company Secretary & Compliance officer



PIYUSH BINDAL & ASSOCIATES
COMPANY SECRETARIES

SECRETARIAL COMPLIANCE REPORT
OF
M/s STAR DELTA TRANSFORMERS LIMITED

(CIN: L31102MP1977PLC001393)

For the Financial Year ended March 31, 2025

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s Star Delta Transformers Limited (CIN: L31102MP1977PLC001393)** (hereinafter referred as 'the listed entity'), having its Registered Office at **92A, Industrial Area, Govindpura, Bhopal, Madhya Pradesh-462023**. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2025** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I **CS Piyush Bindal** have examined:-

- a) All the documents and records made available to us and explanation provided by **M/s Star Delta Transformers Limited ("the listed entity")**,
- b) The filings/ submissions made by the listed entity to the Bombay Stock Exchange Limited (BSE) ("**stock exchange**"),
- c) Website of the listed entity i.e. **www.stardeltatransformers.com**,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the year ended **March 31, 2025 ("Review Period")** in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");





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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review**
 - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**
 - e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review**
 - f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review**
 - g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the period under review**
 - h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - j. The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities Exchange Board of India (Depositories and Participants) Regulation, 2018 to the extent applicable;
 - k. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **Not Applicable during the period under review**
 - l. Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993; **Not Applicable during the period under review**
- and circulars/ guidelines issued thereunder;

And based on the above examination. I hereby report that, during the Review Period;

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr n o.	Compliance Requirement (Regulation)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing	Management Response	Remarks
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ons/ circulars/ guideline s including specific clause)								Company Secretary		
NONE										

- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Delayed submission of AGM proceedings after 12 hours.	31.03.2024	SEBI/HO/CFD /CFD-PoD- 1/P/CIR/2023 /123- Part A Para A of Schedule III of Regulation 30	AGM proceedings held on September 09, 2023 filed within 24 hours of the conclusion of AGM instead within 12 hours.	Company submitted a clarification and revised announcement of proceedings of AGM of the Company on April 08, 2024.	Company has rectified and submitted clarification of the same to BSE on April 08, 2024.

- c. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Secretarial Standards:	Yes	---





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	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).		
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	---
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	---
4.	Disqualification of Director (s): None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013	Yes	---
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	There are no material and other subsidiaries of the listed entity
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	---
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the	Yes	---





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	start of every financial year/during the financial year as prescribed in SEBI Regulations.		
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	---
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	---
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	---
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	No action has been taken by SEBI or Stock Exchanges during the period under review.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the Provisions of the LODR Regulations by listed entities.	NA	No such event occurred
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc	No	No Intimation of the Board Meeting of the Company held on February 20,





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			2025 was found on exchange and Company's Website for which the Company has submitted an Outcome to the exchange.
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

For Piyush Bindal & Associates
Company Secretaries

Place: Bhopal
Date: 26.05.2025


CS Piyush Bindal
(Proprietor)
FCS No. 6749
CP. NO. 7442

Peer Review Certificate No.: 922/2020
Firm's Registration No. S2012MP186400
UDIN No: F006749G000446661