

Date: 05<sup>th</sup> July, 2018

To,  
The Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra Kurla complex, Bandra-East  
Mumbai-400 051  
Stock code: STARCEMENT

BSE Limited  
Phiroze Jeejeebhoy Tower  
Dalal Street  
Mumbai-400 001  
Stock code: 540575

Dear Sir(s),

**Sub: Notice of the 17<sup>th</sup> Annual General Meeting ('AGM') of the Company for the Financial Year 2017-18 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations')**

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the LODR Regulations, attached herewith is the Notice of 17<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Tuesday, 31<sup>st</sup> July, 2018 at 02:00 P.M. at "Star Club", Vill: Lumshnong, P.O.: Khaliéhriat, Dist.: East Jaintia Hills, Meghalaya - 793210 along with the Proxy Form and Attendance Slip forming part of the Annual Report 2017-18.

The Annual Report is available on the following link:

<http://starcement.co.in/wp-content/uploads/Annual-Report-2017-18.pdf>

This is for your information and record.

Thanking you,

For Star Cement Limited

05-07-2018

X

Debabrata Thakurta  
Company Secretary  
Signed by: DEBABRATA THAKURTA



Debabrata Thakurta  
(Company Secretary)

**STARCEMENT**  
Solid Setting

Regd. Office & Works : Lumshnong, P.O. - Khaliéhriat, Dist. - East Jaintia Hills, Meghalaya - 793 210, Ph: 03655-278215/16/18, Fax: 03655-278217, e-mail: lumshnong@starcement.co.in  
Works : Gopinath Bordoloi Road, Village - Chamatapathar, District - Kamrup (M), Guwahati - 782 402, Assam, e-mail: ggu@starcement.co.in  
Guwahati office : Mayur Garden, 2<sup>nd</sup> Floor, Opp. Rajiv Bhawan, G.S. Road, Guwahati - 781 005, Assam, Ph: 0361-2462215/16, Fax: 0361- 2462217, e-mail: guwahati@starcement.co.in  
Delhi Office : 281, Deepali, Pitampura, Delhi-110 034, Ph: 011 - 2703 3821/22/27, Fax: 011 - 2703 3824, e-mail: delhi@starcement.co.in  
Kolkata Office : 3, Alipore Road, Satyam Towers, 1<sup>st</sup> Floor, Unit No. 9B, Kolkata - 700 027, Ph: 033-2448 4169/4170, Fax: 033-2448 4168, e-mail: kolkata@starcement.co.in  
Durgapur Office : C/o - Ma Chandi Durga Cements Ltd., Bamunara Industrial Area, P.O.- Bamunara, P.S.- Kanksha, Dist. Burdwan, West Bengal - 713 212  
Siliguri Office : Village - Kartowa, P.O. - Mohanvita, District - Jalpaiguri, West Bengal - 735 135 / Top Plaza, 3<sup>rd</sup> Floor, Near City Plaza, Sevoke Road, Siliguri -734 001, Ph: 0353-2643611/12

Bankura Office : Purandar Pur, District - Bankura, West Bengal -722 155

AN ISO 9001, ISO 14001 & OHSAS 18001 CERTIFIED COMPANY

CIN NO. U26942ML2001PLC006663

## **STAR CEMENT LIMITED**

CIN: L26942ML2001PLC006663

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210

Corporate Office: Satyam Towers, Unit No. 9B, 1st Floor, 3 Alipore Road, Kolkata – 700027

Tel: 03655 – 278215/16/18, Fax: 03655-278217, Email: investors@starcement.co.in

Website: www.starcement.co.in

### **NOTICE TO THE SHAREHOLDERS**

NOTICE is hereby given that the **SEVENTEENTH ANNUAL GENERAL MEETING** of the Members of **Star Cement Limited** will be held on Tuesday, 31st July, 2018 at 02:00 P.M. at “Star Club”, Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 and the Reports of Board of Directors and Auditors thereon.
2. To declare a Final Dividend @ ₹ 1/- per equity share of Face value of ₹ 1/- each for the Financial Year 2017 -18.
3. To appoint a Director in place of Mr. Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Pramod Kumar Shah as an Independent Director**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, Mr. Pramod Kumar Shah (DIN: 00343256), who was appointed as an Additional Director, in the capacity of an Independent Director of the Company with effect from 13th November, 2017 by the Board of Directors in terms of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2020

and whose office shall not be liable to determination by retirement of Directors by rotation.”

5. **Re-appointment of Mr. Sajjan Bhajanka as Managing Director of the Company**

To consider and if, thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the re-appointment of Mr. Sajjan Bhajanka (DIN: 00246043) as Managing Director of the Company for a period of three years with effect from 1st April, 2018 on the terms and conditions including revised remuneration as set out in the explanatory statement and draft agreement entered into by the Company and Mr. Sajjan Bhajanka and as available to the inspection of the members;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of re-appointment including increase of remuneration of Mr. Sajjan Bhajanka in such manner as may be agreed to between the Board and Mr. Sajjan Bhajanka, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits, Managing Director of the Company be paid remuneration within the overall applicable limit as set out in the provisions of Schedule V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take such

steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regards."

**6. Re-appointment of Mr. Sanjay Agarwal as Managing Director of the Company**

To consider and if, thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the re-appointment of Mr. Sanjay Agarwal (DIN: 00246132) as Managing Director of the Company for a period of three years with effect from 1st April, 2018 on the terms and conditions including revised remuneration as set out in the explanatory statement and draft agreement entered into by the Company and Mr. Sanjay Agarwal and as available to the inspection of the members;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of re-appointment including increase of remuneration of Mr. Sanjay Agarwal in such manner as may be agreed to between the Board and Mr. Sanjay Agarwal, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits, Managing Director of the Company be paid remuneration within the overall applicable limit as set out in the provisions of Schedule V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regards."

**7. Re-appointment of Mr. Rajendra Chamaria as Managing Director of the Company**

To consider and if, thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and

approval of the Board and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the re-appointment of Mr. Rajendra Chamaria (DIN: 00246171) as Managing Director of the Company for a period of three years with effect from 1st April, 2018 on the terms and conditions including revised remuneration as set out in the explanatory statement and draft agreement entered into by the Company and Mr. Rajendra Chamaria and as available to the inspection of the members;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary the terms and conditions of re-appointment including increase of remuneration of Mr. Rajendra Chamaria in such manner as may be agreed to between the Board and Mr. Rajendra Chamaria, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits, Managing Director of the Company be paid remuneration within the overall applicable limit as set out in the provisions of Schedule V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regards."

**8. Ratification of Remuneration to the Cost Auditor for the Financial Year ending March 31, 2019**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies and confirms the remuneration of ₹ 65,000 (Rupees Sixty Five Thousand only) to be paid to M/s. B. G. Chowdhury & Co., Cost Accountants (Firm Registration No. 000064), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2019;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**9. Approval for Material Related Party Transactions**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors obtained at their respective meetings, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power, including the powers conferred by this Resolution) for the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company with related parties in the ordinary course of business and on arms' length basis as set out in the explanatory statement annexed to the notice convening this meeting, for financial years commencing from financial year 2018-19;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties."

**10. Approval for revision in the remuneration of Related Party**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of the Members be and is hereby accorded to the revision in the remuneration of Mr. Rahul Chamaria, related party

holding office or place of profit, w.e.f 1st August, 2018 as detailed in the Explanatory Statement;

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regards."

**11. Approval for revision in the remuneration of Related Party**

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of the Members be and is hereby accorded to the revision in the remuneration of Mr. Sachin Chamaria, related party holding office or place of profit, w.e.f 1st August, 2018 as detailed in the Explanatory Statement;

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regards."

**Registered Office**  
Vill: Lumshnong  
P.O.: Khaliéhriat  
Dist.: East Jaintia Hills  
Meghalaya - 793210

Dated: 28 June, 2018  
Place: Kolkata

By Order of the Board  
For **Star Cement Limited**

**Debabrata Thakurta**  
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing the proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. **Pursuant to Regulation 12 of SEBI (LODR) payment of dividend will be made only by electronic mode directly into the bank account of members and no dividend warrants or demand drafts will be issued without bank particulars. Please submit bank details along with an original cancelled cheque or Xerox copy of the cheque to our Registrars in case you hold shares in physical form and to your Depository Participants in case shares held in demat.**  
 Members holding shares in the physical form are requested to notify changes in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Maheshwari Datamatics Pvt. Ltd., 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700001, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode

to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same by writing to the Registrar of the Company at the following address:-

Maheshwari Datamatics Private Limited  
 23 R. N. Mukherjee Road, 5th Floor,  
 Kolkata - 700001

Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

6. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the RTA. Nomination form can be downloaded from the Company's website: [www.starcement.co.in](http://www.starcement.co.in) under the section 'Investors'. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/ RTA for registration of transfer of shares, for securities market transactions and off-market/ private transactions involving transfer of shares in physical form. In this connection, the Transferees of Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed. Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.
8. Members seeking information regarding financial accounts of the Company are requested to write to the Company at least 7 (seven) days before the date of meeting so as to enable the management to keep the information ready.
9. All documents meant for inspection and referred to in the Notice and accompanying Annual Report are open for inspection at the Registered Office as well as Corporate Office of the Company during office hours between 11:00 A.M to 1:00 P.M on all working days till the date of the Annual General Meeting (AGM) and will be also available for inspection at the Meeting.
10. Members may note that in terms of Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, no further ratification of appointment of Auditors would be required by the members at the every interim Annual General Meeting. Hence, said item has not been included in the notice convening the Annual General Meeting.

11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members are requested to bring their admission slip along with the copy of the Annual Report at the Annual General Meeting.
12. Additional information in respect of the Director seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are furnished as an Annexure and forms a part of the Notice. The Director has furnished the requisite consents/ declarations for his appointment/ re-appointment.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 25th July, 2018 to Tuesday, 31st July, 2018 (both days inclusive).
14. Members may also note that the Notice of the AGM and the Annual Report will also be available on the Company's website, [www.starcement.co.in](http://www.starcement.co.in) for their download.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
16. In compliance with the provision of 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all the Members to enable them to cast their vote electronically in respect of business to be transacted at the Meeting, for which the Company has engaged the services of National Securities Depository Limited (NSDL). The Members holding shares either in physical form or in dematerialized form, desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
17. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members who have not cast their votes by remote e-voting as on Cut-off date i.e. **Tuesday, 24th July, 2018** shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who cast their votes by remote e-voting prior to the meeting, may attend the meeting but will not be entitled to cast their vote again.
18. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Tuesday, 24th July, 2018**, are entitled to vote on the Resolutions set forth in this Notice and a person who is not a Member as on cut-off date should treat this notice for information purpose only. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). Members who have acquired shares after the dispatch of the Notice of Annual General Meeting and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
19. The remote e-voting period will commence at **9.00 a.m. on Saturday, 28th July, 2018** and will end at **5.00 p.m. on Monday, 30th July, 2018**. The Company has appointed Md. Shahnawaz, Practicing Company Secretary (Membership no. ACS 21427 and Certificate of Practice no. 15076), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting.
20. The Route map of the venue of Annual General Meeting i.e. "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210 is annexed at the end of this Notice.
21. **PROCEDURE FOR REMOTE E-VOTING**  
 The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for remote e-voting are as under:  
 A. The process and manner for remote e-voting are as under:  
**Step 1: Log-in to NSDL e-Voting system**
  1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
  3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-

in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below :

- a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' will be communicated to you on the physical copy of the attendance sheet being sent with physical copy of the notice of the AGM. Initial Password is provided, as follows, at the bottom of the Attendance Slip.

| EVEN<br>(E-voting Event<br>Number) | USER ID | PASSWORD |
|------------------------------------|---------|----------|
| -                                  | -       | -        |

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2 : Cast your vote electronically on NSDL e-Voting system.**

- i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii) Select the 'EVEN' (E-Voting Event Number) of Star Cement Limited.
- iv) Now you are ready for e-voting as 'Cast Vote' page opens.
- v) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- vi) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- viii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/

Authority Letter, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at [csmdshah@gmail.com](mailto:csmdshah@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- B. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for members and 'e-voting user manual' available in the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- C. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- D. The voting rights shall be as per the number of equity share held by the Member(s) as on **Tuesday, 24th July, 2018**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- E. The Companies (Management and Administration) Rules, 2014, as amended provides that the electronic

voting period shall remain open for atleast three days and shall close at 5.00 p.m. on the date preceding the date of the AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Saturday, 28th July, 2018 and will end at 5.00 p.m. on Monday, 30th July, 2018.

- F. The results shall be declared within 48 hours from the conclusion of the AGM. The results along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL and such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

By Order of the Board  
For **Star Cement Limited**

**Debabrata Thakurta**  
Company Secretary

Dated: 28 June, 2018  
Place: Kolkata

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## EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

### Item No.4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 13th November, 2017 appointed Mr. Pramod Kumar Shah as Additional Director (Category – Independent) of the Company with effect from 13th November, 2017 for a term upto 31st March, 2020, subject to regularization/approval of the shareholders at the ensuing Annual General Meeting (AGM).

In terms of Section 161(1) of the Companies Act, 2013, Mr. Pramod Kumar Shah, holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders.

Mr. Pramod Kumar Shah has given his consent to act as an Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations. Further as per the declaration received by the Company, the proposed appointee is not disqualified under section 164 of the Act. The directorships held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Notices under Section 160(1) of the Companies Act, 2013 along with requisite deposit have been received from a Member, signifying his intention to propose the appointment of Mr. Pramod Kumar Shah as Director of the Company.

In the opinion of the Board, Mr. Pramod Kumar Shah fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company. Brief resume of proposed appointee Director, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under the Listing Regulations with the Stock Exchanges, have been provided as an Annexure to this Notice.

Copy of the appointment letter of the proposed appointee as an Independent Director of the Company setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office as well as Corporate Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. till the date of the Annual General Meeting (AGM).

Keeping in view, the vast expertise and knowledge, the Board considers that the continued association of proposed appointee would be of immense benefit to the Company and it is desirable to avail services of Mr. Pramod Kumar Shah, as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Pramod Kumar Shah, as Independent Director, as an Ordinary Resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Pramod Kumar Shah for his appointment, are concerned or interested, financially or otherwise, in Resolutions set out at item no. 4.

#### Item No. 5, 6 and 7

As per sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sajjan Bhajanka, Mr. Sanjay Agarwal and Mr. Rajendra Charamia have completed their respective terms on 31st March, 2018.

The Board of Directors in their meeting held on 06th February, 2018, as per recommendation of the Nomination & Remuneration Committee re-appointed Mr. Sajjan Bhajanka (DIN: 00246043), Mr. Sanjay Agarwal (DIN: 00246132) and Mr. Rajendra Chamaria (DIN: 00246171) as the Managing Directors of the Company for a further period of 3 (three) Years subject to approval of Members.

The remuneration payable to Mr. Rajendra Chamaria is ₹ 19,75,000/- per month and Mr. Sajjan Bhajanka and Mr. Sanjay Agarwal is ₹ 16,50,000/- per month each respectively.

The draft agreement entered with these Managing Directors shall be available for inspection to the members on all weekdays during office hours upto the date of the meeting.

Except Mr. Sajjan Bhajanka, Mr. Sanjay Agarwal and Mr. Rajendra Chamaria, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 5, 6 and 7.

The Board of Directors recommends the Special Resolution set out at Item No. 5, 6 and 7 for your approval as a Special Resolution

#### Item No.8

The Board of Directors on the recommendation of Audit Committee has re-appointed M/s. B. G. Chowdhury & Co., Cost Accountants (Firm Registration No. 000064) as the Cost Auditor of the Company to conduct the Cost Audit of the Company for the Financial Year 2018-19 at a remuneration of ₹65,000/-.

In accordance with the provisions of Section 148 of the Act

read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

#### Item No. 9

Pursuant to Section 188 of the Companies Act, 2013 ('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all related party transactions which are material, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered to be material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required. As the transaction(s) proposed to be entered into by the Company with Star Cement Meghalaya Limited, subsidiary company, may qualify to be a Material Related Party transaction under Listing Regulations, approval of the members by way of ordinary resolution is being sought.

|                                                                              |                                                                                                                                                                                                                                                         |
|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Related Party</b>                                             | Star Cement Meghalaya Limited                                                                                                                                                                                                                           |
| <b>Nature of relationship</b>                                                | Holding-Subsidiary                                                                                                                                                                                                                                      |
| <b>Name of the Director or KMP who is related, if any</b>                    | Mr. Sajjan Bhajanka, Mr. Sanjay Agrawal, Mr. Rajendra Chamaria, Mr. Prem Kumar Bhajanka, Mr. Pankaj Kejriwal, Mr. Mangilal Jain and Mr. Santanu Ray may deemed to be related by virtue of being common Directors.                                       |
| <b>Estimated Transaction Value</b>                                           | ₹ 600 crores for each Financial Year                                                                                                                                                                                                                    |
| <b>Nature, material terms and particulars of the contract or arrangement</b> | Sale, purchase or Supply of Goods or Materials and availing and rendering of any services from time to time by the Company. However, such transactions would at all-time be on arm's length basis and in the ordinary course of the Company's business. |
| <b>Any other information</b>                                                 | NIL                                                                                                                                                                                                                                                     |

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except their extent of Directorships/holding position of Key Managerial Personnel as mentioned above.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

**Item No. 10 and 11**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit and Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 provides that prior approval of the members is required if the monthly remuneration of such related parties exceeds ₹2,50,000/- per month. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on Thursday, 28th day of June, 2018 had consented for Increase of remuneration payable to Mr. Rahul Chamaria and Mr. Sachin Chamaria (related parties holding office or place of profit) w.e.f 1st August 2018, subject to approval of the Shareholders by way of an Ordinary Resolution.

The details of the increased remuneration are given below.

| Name of the Related Party                                                                                                |                                                                   | Mr. Rahul Chamaria                                   | Mr. Sachin Chamaria                                             |
|--------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------------|
| Nature of relationship                                                                                                   |                                                                   | Son of Mr. Rajendra Chamaria, Managing Director      | Son of Mr. Rajendra Chamaria, Managing Director                 |
| Name of the Director or KMP who is related, if any                                                                       |                                                                   | Mr. Rajendra Chamaria                                | Mr. Rajendra Chamaria                                           |
| Transaction defined U/S 188(1)(f) of the Companies Act, 2013<br><br>i.e Related Party holding office or place of profit. | Designation                                                       | Executive Director-Technical (not a member of Board) | Executive Director-Business Development (not a member of Board) |
|                                                                                                                          | Monthly Remuneration payable individually w.e.f. 1st August 2018. | ₹ 5,00,000/- per month                               | ₹ 5,00,000/- per month                                          |
| Any other information                                                                                                    |                                                                   | NIL                                                  | NIL                                                             |

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except Mr. Rajendra Chamaria, Managing Director being a relative.

The Board recommends the Ordinary Resolution set out at Item No. 10 and 11 of the Notice for approval by the shareholders.

By Order of the Board  
For Star Cement Limited

Dated: 28 June, 2018  
Place: Kolkata

Debabrata Thakurta  
Company Secretary

## Statement pursuant to provisions of Schedule V of the Companies Act, 2013 with respect to Item No. 5 of the Notice

### I. General Information

| Sl. No. | Particulars                                                                                                                                         | Remarks                              |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1.      | Nature of industry                                                                                                                                  | Cement                               |
| 2.      | Date of certificate of commencement of business                                                                                                     | 19th September, 2002.                |
| 3.      | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                       |
| 4.      | Financial performance based on given indicators                                                                                                     | For the Financial Year (₹ in Lakhs)* |
|         |                                                                                                                                                     | 2017-182016-172015-16                |
|         | Revenues                                                                                                                                            | 1,48,759.251,34,558.251,41,692.78    |
|         | Net Profit/ (Loss) before Tax                                                                                                                       | 22,783.958,609.075,586.06            |
|         | Dividend %                                                                                                                                          | 100%NILNIL                           |
| 5.      | Export performance and net foreign exchange collaborations, if any                                                                                  | Nil                                  |
| 6.      | Foreign investments or collaborators if any                                                                                                         | Nil                                  |

\*Note : FY 2017-18 and FY 2016-17 financial results are stated as per IND AS standard.

### II. Information about the Appointee

| Sl. No. | Particulars                                                                                                                                                                                                | Mr. Sajjan Bhajanka<br>Managing Director                                                                                                                                                                                                                                                                                                               |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Background details                                                                                                                                                                                         | Mr. Sajjan Bhajanka, Managing Director of the Company is a Commerce Graduate. He became the Director of the Company in 2002 and re-appointed Managing Director in 2015.<br><br>He has more than 39 years of experience and is known as marketing expert in the plywood & cement industry. He is the driving force behind the Company's brand creation. |
| 2.      | Past remuneration                                                                                                                                                                                          | Remuneration paid during Financial Year 2017-18: ₹ 60 lakhs                                                                                                                                                                                                                                                                                            |
| 3.      | Job profile and his suitability as Director                                                                                                                                                                | Mr. Sajjan Bhajanka is the Managing Director of the Company. He possesses multiple skill sets to head various departments such as Finance, Marketing and Business Operations.                                                                                                                                                                          |
| 4.      | Remuneration proposed                                                                                                                                                                                      | ₹ 16,50,000/- per month                                                                                                                                                                                                                                                                                                                                |
| 5.      | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The salary proposed to be paid to Mr. Sajjan Bhajanka is in line with current industry standards.                                                                                                                                                                                                                                                      |
| 6.      | Pecuniary relationship with the managerial personnel, if any                                                                                                                                               | Apart from receiving managerial remuneration, Mr. Sajjan Bhajanka is not having any pecuniary relationship with the Company.                                                                                                                                                                                                                           |

### III. Other Information

| Sl. No. | Particulars                                                       | Remarks                                                                                                                                                                 |
|---------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Reasons of loss or inadequate profits                             | NA                                                                                                                                                                      |
| 2.      | Steps taken during the year for improvement                       | The Company believes that it is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths: |
|         |                                                                   | 1. Expansion of capacity                                                                                                                                                |
|         |                                                                   | 2. Strong Human Resource                                                                                                                                                |
|         |                                                                   | 3. State-of-the-art technology and infrastructure                                                                                                                       |
|         |                                                                   | 4. Strong Management Team                                                                                                                                               |
| 3.      | Expected increase in productivity and profits in measurable terms | The Company has taken initiatives to improve the position of the Company as against its competitors and will continue in its endeavor to improve profitability.         |

### Statement pursuant to provisions of Schedule V of the Companies Act, 2013 with respect to Item No. 6 of the Notice.

### IV. General Information

| Sl. No.                              | Particulars                                                                                                                                         | Remarks                           |
|--------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 1.                                   | Nature of industry                                                                                                                                  | Cement                            |
| 2.                                   | Date of certificate of commencement of business                                                                                                     | 19th September, 2002.             |
| 3.                                   | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                    |
| For the Financial Year (₹ in Lakhs)* |                                                                                                                                                     |                                   |
| 4.                                   | Financial performance based on given indicators                                                                                                     | 2017-182016-172015-16             |
|                                      | Revenues                                                                                                                                            | 1,48,759.251,34,558.251,41,692.78 |
|                                      | Net Profit/ (Loss) before Tax                                                                                                                       | 22,783.958,609.075,586.06         |
|                                      | Dividend %                                                                                                                                          | 100%NILNIL                        |
| 5.                                   | Export performance and net foreign exchange collaborations, if any                                                                                  | Nil                               |
| 6.                                   | Foreign investments or collaborators if any                                                                                                         | Nil                               |

\*Note : FY 2017-18 and FY 2016-17 financial results are stated as per IND AS standard.

### V. Information about the Appointee

| Sl. No. | Particulars        | Mr. Sanjay Agarwal<br>Managing Director                                                                                                                                                                                                                                                                                                               |
|---------|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Background details | Mr. Sanjay Agarwal, Managing Director of the Company is a Commerce Graduate. He became the Director of the Company in 2002 and re-appointed as the Managing Director in 2015. He has more than 31 years of experience and is known as marketing expert in the plywood & cement industry. He is the driving force behind the Company's brand creation. |
| 2.      | Past remuneration  | Remuneration paid during Financial Year 2017-18: ₹ 60 lakhs                                                                                                                                                                                                                                                                                           |

| Sl. No. | Particulars                                                                                                                                                                                                | Mr. Sanjay Agarwal<br>Managing Director                                                                                                                                      |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.      | Job profile and his suitability as Director                                                                                                                                                                | Mr. Sanjay Agarwal is the Managing Director of the Company. He possesses multiple skill sets to head various departments such as Finance, Marketing and Business Operations. |
| 4.      | Remuneration proposed                                                                                                                                                                                      | ₹ 16,50,000/- per month                                                                                                                                                      |
| 5.      | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The salary proposed to be paid to Mr. Sanjay Agarwal is in line with current industry standards.                                                                             |
| 6.      | Pecuniary relationship with the managerial personnel, if any                                                                                                                                               | Apart from receiving managerial remuneration, Mr. Sanjay Agarwal is not having any pecuniary relationship with the Company.                                                  |

#### VI. Other Information

| Sl. No. | Particulars                                                       | Remarks                                                                                                                                                                                                                                                                                                                                                                            |
|---------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Reasons of loss or inadequate profits                             | NA                                                                                                                                                                                                                                                                                                                                                                                 |
| 2.      | Steps taken during the year for improvement                       | The Company believes that it is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths: <ol style="list-style-type: none"> <li>1. Expansion of capacity</li> <li>2. Strong Human Resource</li> <li>3. State-of-the-art technology and infrastructure</li> <li>4. Strong Management Team</li> </ol> |
| 3.      | Expected increase in productivity and profits in measurable terms | The Company has taken initiatives to improve the position of the Company as against its competitors and will continue in its endeavor to improve profitability.                                                                                                                                                                                                                    |

### Statement pursuant to provisions of Schedule V of the Companies Act, 2013 with respect to Item No. 7 of the Notice.

#### VII General Information

| Sl. No.                              | Particulars                                                                                                                                         | Remarks                           |
|--------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 1.                                   | Nature of industry                                                                                                                                  | Cement                            |
| 2.                                   | Date of certificate of commencement of business                                                                                                     | 19th September, 2002.             |
| 3.                                   | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                    |
| For the Financial Year (₹ in Lakhs)* |                                                                                                                                                     |                                   |
| 4.                                   | Financial performance based on given indicators                                                                                                     | 2017-182016-172015-16             |
|                                      | Revenues                                                                                                                                            | 1,48,759.251,34,558.251,41,692.78 |
|                                      | Net Profit/ (Loss) before Tax                                                                                                                       | 22,783.958,609.075,586.06         |
|                                      | Dividend %                                                                                                                                          | 100%NILNIL                        |
| 5.                                   | Export performance and net foreign exchange collaborations, if any                                                                                  | Nil                               |
| 6.                                   | Foreign investments or collaborators if any                                                                                                         | Nil                               |

\*Note : FY 2017-18 and FY 2016-17 financial results are stated as per IND AS standard.

**VIII. Information about the Appointee**

| Sl. No. | Particulars                                                                                                                                                                                                | Mr. Rajendra Chamaria<br>Managing Director                                                                                                                                                                                                                                                        |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Background details                                                                                                                                                                                         | Mr. Rajendra Chamaria, Managing Director of the Company is a Commerce Graduate. He became the Director of the Company in 2004 and re-appointed as the Managing Director in 2015. He has more than 24 years of experience and has an excellent grasp on all statutory laws related to an industry. |
| 2.      | Past remuneration                                                                                                                                                                                          | Remuneration paid during Financial Year 2017-18: ₹ 66 lakhs                                                                                                                                                                                                                                       |
| 3.      | Job profile and his suitability as Director                                                                                                                                                                | Mr. Rajendra Chamaria is the Managing Director of the Company. He possesses multiple skill sets to head various departments such as Finance, Marketing and Business Operations.                                                                                                                   |
| 4.      | Remuneration proposed                                                                                                                                                                                      | ₹ 19,75,000/- per month                                                                                                                                                                                                                                                                           |
| 5.      | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The salary proposed to be paid to Mr. Rajendra Chamaria is in line with current industry standards.                                                                                                                                                                                               |
| 6.      | Pecuniary relationship with the managerial personnel, if any                                                                                                                                               | Apart from receiving managerial remuneration, Mr. Rajendra Chamaria is not having any pecuniary relationship with the Company.                                                                                                                                                                    |

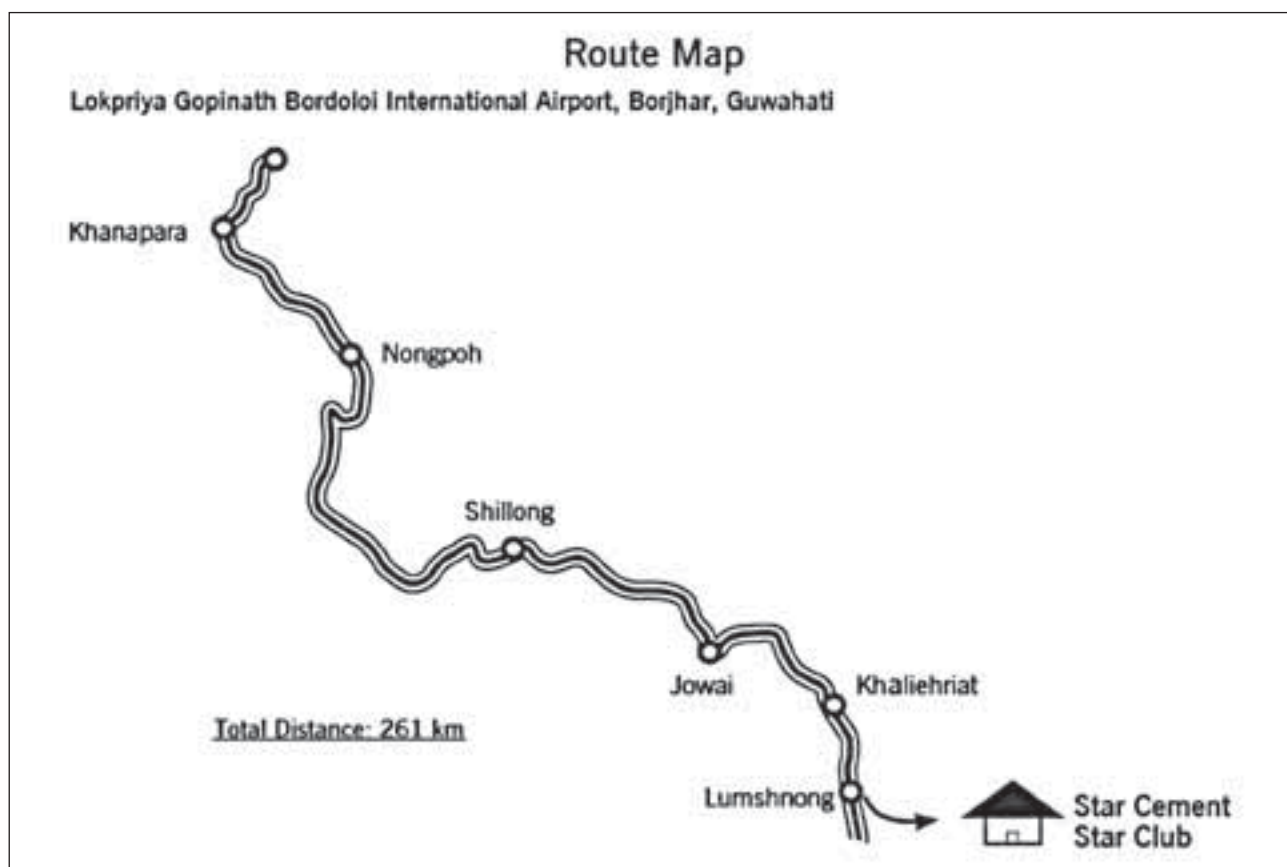
**IX. Other Information**

| Sl. No. | Particulars                                                       | Remarks                                                                                                                                                                                                                                                                                                                                                                            |
|---------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Reasons of loss or inadequate profits                             | NA                                                                                                                                                                                                                                                                                                                                                                                 |
| 2.      | Steps taken during the year for improvement                       | The Company believes that it is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths: <ol style="list-style-type: none"> <li>1. Expansion of capacity</li> <li>2. Strong Human Resource</li> <li>3. State-of-the-art technology and infrastructure</li> <li>4. Strong Management Team</li> </ol> |
| 3.      | Expected increase in productivity and profits in measurable terms | The Company has taken initiatives to improve the position of the Company as against its competitors and will continue in its endeavor to improve profitability.                                                                                                                                                                                                                    |

## ANNEXURE TO ITEM NO. 3, 4, 5, 6 & 7 OF THE NOTICE

Details of Director seeking appointment/ re-appointment at the forthcoming Annual General Meeting  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting]

| Name of the Director                                                                                                                                        | Mr. Prem Kumar Bhajanka                                                                                                                                                                                                                                                                                           | Mr. Pramod Kumar Shah                                                                                                                                                                                               | Mr. Sajjan Bhajanka                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Mr. Sanjay Agarwal                                                                                                                                                                                                                                                                                                                                                                                                          | Mr. Rajendra Chamaria                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIN                                                                                                                                                         | 00591512                                                                                                                                                                                                                                                                                                          | 00343256                                                                                                                                                                                                            | 00246043                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 00246132                                                                                                                                                                                                                                                                                                                                                                                                                    | 00246171                                                                                                                                                    |
| Age (Years)                                                                                                                                                 | 60                                                                                                                                                                                                                                                                                                                | 66                                                                                                                                                                                                                  | 66                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 57                                                                                                                                                                                                                                                                                                                                                                                                                          | 60                                                                                                                                                          |
| Nationality                                                                                                                                                 | Indian                                                                                                                                                                                                                                                                                                            | Indian                                                                                                                                                                                                              | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Indian                                                                                                                                                                                                                                                                                                                                                                                                                      | Indian                                                                                                                                                      |
| Qualification                                                                                                                                               | Commerce Graduate                                                                                                                                                                                                                                                                                                 | Commerce Graduate                                                                                                                                                                                                   | Commerce Graduate                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Commerce Graduate                                                                                                                                                                                                                                                                                                                                                                                                           | Commerce Graduate                                                                                                                                           |
| Experience (years)                                                                                                                                          | 39                                                                                                                                                                                                                                                                                                                | 35                                                                                                                                                                                                                  | 39                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 30                                                                                                                                                                                                                                                                                                                                                                                                                          | 24                                                                                                                                                          |
| Expertise in special functional Area                                                                                                                        | Business operations                                                                                                                                                                                                                                                                                               | Finance, Accounts, Audit & Internal Audit                                                                                                                                                                           | Finance, marketing & business operations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Marketing and sales promotion                                                                                                                                                                                                                                                                                                                                                                                               | Finance, production & business operations                                                                                                                   |
| Date of First Appointment on the Board of the Company                                                                                                       | 16.11.2002                                                                                                                                                                                                                                                                                                        | 13.11.2017                                                                                                                                                                                                          | 16.11.2002                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 16.11.2002                                                                                                                                                                                                                                                                                                                                                                                                                  | 01.04.2012                                                                                                                                                  |
| Terms & condition of re-appointment                                                                                                                         | Director; Liable to retire by rotation                                                                                                                                                                                                                                                                            | Director; Not Liable to retire by rotation                                                                                                                                                                          | Managing Director; Not Liable to retire by rotation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Managing Director; Liable to retire by rotation                                                                                                                                                                                                                                                                                                                                                                             | Managing Director; Liable to retire by rotation                                                                                                             |
| Details of remuneration sought to be paid and remuneration last drawn (₹)                                                                                   | Nil                                                                                                                                                                                                                                                                                                               | Nil                                                                                                                                                                                                                 | Sought to be paid: ₹ 16,50,000/- per month<br>Remuneration last drawn: ₹ 5,00,000/- per month                                                                                                                                                                                                                                                                                                                                                                                                                                      | Sought to be paid: ₹ 16,50,000/- per month<br>Remuneration last drawn: ₹ 5,00,000/- per month                                                                                                                                                                                                                                                                                                                               | Sought to be paid: ₹ 19,75,000/- per month<br>Remuneration last drawn: ₹ 5,50,000/- per month                                                               |
| Shareholding in the Company [Equity share of face value ₹ 1/- each ] (as at 31st March, 2018)                                                               | 3,78,15,053                                                                                                                                                                                                                                                                                                       | Nil                                                                                                                                                                                                                 | 4,69,08,547                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 1,68,80,135                                                                                                                                                                                                                                                                                                                                                                                                                 | 2,17,87,055                                                                                                                                                 |
| Relationship between the Directors inter se and other Key Managerial Person                                                                                 | None                                                                                                                                                                                                                                                                                                              | None                                                                                                                                                                                                                | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | None                                                                                                                                                                                                                                                                                                                                                                                                                        | None                                                                                                                                                        |
| No. of Board Meetings attended during the year                                                                                                              | 2                                                                                                                                                                                                                                                                                                                 | 2                                                                                                                                                                                                                   | 6                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 5                                                                                                                                                                                                                                                                                                                                                                                                                           | 2                                                                                                                                                           |
| List of Directorship held in other Companies (excluding Foreign Company)                                                                                    | <ol style="list-style-type: none"> <li>Century Plyboards (India) Ltd.</li> <li>Namchic Tea Estate Pvt. Ltd.</li> <li>Lal Pahar Tea Estate Pvt. Ltd.</li> <li>Auro Sundram Ply and Door Pvt. Ltd.</li> <li>Profound Cement Works Ltd.</li> <li>Meghalaya Power Ltd.</li> <li>Star Cement Meghalaya Ltd.</li> </ol> | <ol style="list-style-type: none"> <li>Emami Frank Ross Limited</li> <li>Emami Capital Markets Limited</li> <li>Cuprum Bagrodia Limited</li> <li>Emami Agrotech Limited</li> <li>Meghalaya Power Limited</li> </ol> | <ol style="list-style-type: none"> <li>Century Plyboards (India) Ltd.</li> <li>Makui Properties Pvt. Limited</li> <li>Sri Ram Merchants Pvt. Ltd.</li> <li>Sri Ram Vanijya Pvt. Ltd.</li> <li>Pacific Plywoods Pvt. Ltd.</li> <li>Shyam Century Multi Projects Pvt. Ltd.</li> <li>Star Cement Meghalaya Limited</li> <li>Meghalaya Power Limited</li> <li>Shyam Century Ferrous Limited</li> <li>Century Mdf Limited</li> <li>Fine Infraprojects Private Limited</li> <li>Association Of Indian Panelboard Manufacturer</li> </ol> | <ol style="list-style-type: none"> <li>Century Plyboards (India) Ltd.</li> <li>Auroville Investments Pvt. Ltd.</li> <li>Century Coats Ltd.</li> <li>Century Infotech Ltd.</li> <li>Indian Chamber of Commerce Calcutta.</li> <li>Pacific Plywoods Pvt. Ltd.</li> <li>Ranisati Vihar Pvt. Ltd.</li> <li>Star Cement Meghalaya Ltd.</li> <li>Sumangal International Pvt. Ltd.</li> <li>Sumangal Business Pvt. Ltd.</li> </ol> | <ol style="list-style-type: none"> <li>Star Cement Meghalaya Limited</li> <li>Dony Polo Udyog Limited</li> <li>Steer Consultancy Private Limited</li> </ol> |
| Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered ) | Nil                                                                                                                                                                                                                                                                                                               | <b>Audit Committee:</b><br>Chairman:<br>1. Meghalaya Power Limited                                                                                                                                                  | <b>Audit Committee:</b><br>Member:<br>1. Star Cement Meghalaya Limited<br>2. Meghalaya Power Limited                                                                                                                                                                                                                                                                                                                                                                                                                               | Nil                                                                                                                                                                                                                                                                                                                                                                                                                         | Nil                                                                                                                                                         |



Venue: "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya- 793210

# STAR CEMENT LIMITED

CIN: L26942ML2001PLC006663

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210

Corporate Office: Satyam Towers, Unit No. 9B, 1st Floor, 3 Alipore Road, Kolkata – 700027

Tel: 03655 – 278215/16/18, Fax: 03655-278217, Email: investors@starcement.co.in

Website: www.starcement.co.in

## PROXY FORM NO. MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No. / DP ID and Client ID: \_\_\_\_\_

I /We, being the member(s) of the Company and holding \_\_\_\_\_ shares of the Company, hereby appoint:-

1. Name: \_\_\_\_\_, Address: \_\_\_\_\_  
Email: \_\_\_\_\_, Signature: \_\_\_\_\_, or failing him/her
2. Name: \_\_\_\_\_, Address: \_\_\_\_\_  
Email: \_\_\_\_\_, Signature: \_\_\_\_\_, or failing him/her
3. Name: \_\_\_\_\_, Address: \_\_\_\_\_  
Email: \_\_\_\_\_, Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventeenth Annual General Meeting of the Company, to be held on Tuesday, 31st day of July, 2018 at 02:00 P.M. at "Star Club", Vill: Lumshnong, P.O: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No.           | RESOLUTIONS                                                                                                                                                                                                     | Optional* |         |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| Ordinary Business |                                                                                                                                                                                                                 | For       | Against |
| 1                 | Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2018 and the Reports of Board of Directors and Auditors thereon. |           |         |
| 2                 | Declaration of Final Dividend on Equity shares for the Financial Year 2017-18.                                                                                                                                  |           |         |
| 3                 | Re-appointment of Mr. Prem Kumar Bhajanka as a Director of the Company, liable to retire by rotation.                                                                                                           |           |         |
| Special Business  |                                                                                                                                                                                                                 |           |         |
| 4                 | Appointment of Mr. Pramod Kumar Shah as an Independent Director                                                                                                                                                 |           |         |
| 5                 | Re-appointment of Mr. Sajjan Bhajanka as Managing Director                                                                                                                                                      |           |         |
| 6                 | Re-appointment of Mr. Sanjay Agarwal as Managing Director                                                                                                                                                       |           |         |
| 7                 | Re-appointment of Mr. Rajendra Chamaria as Managing Director                                                                                                                                                    |           |         |
| 8                 | Ratification of remuneration payable to Cost Auditors                                                                                                                                                           |           |         |
| 9                 | Approval of Material related party transactions                                                                                                                                                                 |           |         |
| 10                | Approval for revision in the remuneration of Related Party – Mr. Rahul Chamaria                                                                                                                                 |           |         |
| 11                | Approval for revision in the remuneration of Related Party – Mr. Sachin Chamaria                                                                                                                                |           |         |

Signed this \_\_\_\_ day of \_\_\_\_\_, 2018

Signature of the shareholder \_\_\_\_\_

Signature of the proxy holder \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Re.1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 17th Annual General Meeting.
3. \*It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.



## STAR CEMENT LIMITED

CIN: L26942ML2001PLC006663

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210

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Tel: 03655 – 278215/16/18, Fax: 03655-278217, Email: investors@starcement.co.in

Website: www.starcement.co.in

### ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING – 31st July, 2018 at 02:00 P.M.

Folio No./ DP ID and Client ID: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I/We certify that I/We am/are a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our attendance at the Seventeenth Annual General Meeting of the Company at "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210 on **Tuesday, 31st July, 2018**.

\_\_\_\_\_  
Member's/Proxy's name in block letters

\_\_\_\_\_  
Member's/Proxy's signature

#### Notes:

1. Registration will start at 01:00 P.M and close at 01:45 P.M. on the day of Annual General Meeting.
2. The members are required to produce their duly signed Attendance Slips and get their entry passes from the registration counter.
3. The members should produce their entry passes at the entrance of the AGM Hall for attending the AGM.
4. The Members are informed that in case of joint holders attending the meeting, only such joint holder whose name appears in the chronological order in the Demat account /Folio will be entitled to vote.
5. This Attendance Slip is valid only in case shares are held on the date of the Annual General Meeting.
6. The Members who have received Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled in Attendance Slip at the registration counter to attend the Annual General Meeting.