

STAR CEMENT LIMITED

(Formerly CEMENT MANUFACTURING COMPANY LTD)

31st July, 2018

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051
Stock code: STARCEMENT

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

Subject: (i) Proceedings of 17th Annual General Meeting of the Company held on 31st July, 2018 as per Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (ii) Result of Remote e-voting as per Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and (iii) Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

Dear Sirs,

Pursuant to the Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are pleased to inform you that 17th Annual General Meeting of the members of the Company duly convened and held on 31st July, 2018 at "Star Club", Vill.: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya-793 210 at 2.00 p.m.

Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company had provided Remote e-voting facility to the Members of the Company in respect of all items of business as contained in the notice dated 28th June, 2018 of the 17th Annual General Meeting. The Remote e-voting commenced on Saturday, 28th July, 2018 from 09:00 a.m. and ended at 05.00 p.m. on Monday, 30th July, 2018. Md. Shahnawaz, a Practising Company Secretary was appointed as Scrutinizer for this purpose.

Mr. Sajjan Bhajanka took the chair of the Annual General Meeting. The business as per Notice of the Annual General Meeting dated 28th June, 2018 was taken up, the requisite quorum remained present throughout the meeting. Total 99 members were present in person or through proxy at the meeting. The Chairman delivered his speech to the shareholders thereafter, he covered the items under Ordinary & Special business as listed under Serial no. 1 to 11 of the Notice as follows:

- (1) 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) Declaration of Final Dividend for the Financial Year 2017-18
- (3) Appoint a Director in place of Mr. Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation and being eligible, offers himself for re-appointment.

STARCEMENT
Solid Setting



Regd. Office & Works : Lumshnong, PO – Khaliehriat, 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: gg@starcement.co.in
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Bankura Office : Purandar Pur, District - Bankura, West Bengal -722 155

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- (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 the 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

Mr. Sajjan Bhajanka being interested in the item of business numbered (5) handed over the Chair to Mr. Mangilal Jain, Director to conduct the proceedings of the meeting for this item of business and he did not took part in the proceedings, thereafter he resumed the chair after the said item of business was transacted. Mr. Sajjan Bhajanka, Mr. Mangilal Jain and Mr. Santanu Ray being interested in the item of business numbered (9), therefore, the chair was handed over to Mrs. Plistina Dkhar, Director to conduct the proceedings of the meeting for this item of business and they did not took part in the proceedings, thereafter Mr. Bhajanka resumed the chair after the said item of business was transacted

The shareholders present at the meeting who could not avail Remote e-voting option were given the opportunity to cast their vote through 'Ballot'. However, shareholders present at the meeting have already exercised Remote e-voting option therefore, none of the shareholders opted to cast their vote through 'Ballot'.

A copy of the Scrutinizer report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as submitted by Md. Shahnawaz, Practising Company Secretary is enclosed for your reference and record. Based on the report, the Chairman announced the results and declared that all items of Agenda as contained in the Notice of 7th Annual General Meeting have been passed with requisite majority.

In terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the result of e-voting is detailed below in the prescribed format:

Date of Annual General Meeting : 31st July, 2018

Total number of members as on 24th July, 2018 : 17,919
(‘Cut-off date’ for reckoning the voting rights of the Shareholders)

No. of members present in the meeting either personally or through proxy

Promoter and Promoter Group	:	41
Public Shareholders	:	58

No. of members attended the meeting through Video Conferencing

Promoters and Promoter Group	:	NIL
Public Shareholders	:	NIL

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Details of Agenda:

- 1 Consideration and Adoption of the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2018 and the Reports of Directors and Auditors thereon.

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : No								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	283854238	98.2840	283854238	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		283854238	98.2840	283854238	-	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	27588395	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	27588395	-	100.0000	-
Public - Non Institutions	E-Voting	90884694	57535489	63.3060	57535486	3	99.9900	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57535489	63.3060	57535486	3	99.9900	0.0001
Total		419228997	368978122	88.0135	368978119	3	99.9900	0.0001

- 2 Declaration of Final Dividend @Re. 1/- per equity share of Face Value of Re. 1/- each for the FY 2017-18

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : No								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	283854238	98.2840	283854238	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		283854238	98.2840	283854238	-	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	27588395	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	27588395	-	100.0000	-
Public - Non Institutions	E-Voting	90884694	57535489	63.3060	57535489	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57535489	63.3060	57535489	0	100.0000	-
Total		419228997	368978122	88.0135	368978122	0	100.0000	-

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3 Appointment of Mr. Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation and being eligible, offers himself for re-appointment

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : No								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	241420624	83.5914	241420624	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		241420624	83.5914	241420624	-	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	5346081	22242314	19.3780	80.6220
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	5346081	2,22,42,314	19.3780	80.6220
Public - Non Institutions	E-Voting	90884694	57535431	63.3060	57535137	294	99.9995	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57535431	63.3060	57535137	294	99.9995	0.0005
Total		419228997	326544450	77.8917	304301842	22242608	93.1885	0.0005

4 Appointment of Mr. Pramod Kumar Shah (DIN: 00343256) as an Independent Director

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : No								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	283854238	98.2840	283854238	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		283854238	98.2840	283854238	0	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	27588395	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	27588395	0	100.0000	-
Public - Non Institutions	E-Voting	90884694	57535428	63.3060	57535134	294	99.9995	0.0005
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57535428	63.3060	57535134	294	99.9995	0.0005
Total		419228997	368978061	88.0135	36897767	294	99.9999	0.0005

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

Resolution Required: Special								
Whether promoter/promoter group are interested in the agenda/resolution : Yes								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	194360807	67.2971	194360807	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		194360807	67.2971	194360807	0	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	27588395	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	27588395	0	100.0000	-
Public - Non Institutions	E-Voting	90884694	57534664	63.3051	57534639	25	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57534664	63.3051	57534639	25	99.9999	0.0001
Total		419228997	279483866	66.6662	279483841	25	100.0000	0.0001

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

Resolution Required: Special								
Whether promoter/promoter group are interested in the agenda/resolution : Yes								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	225967823	78.2409	225967823	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		225967823	78.2409	225967823	0	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	27588395	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	27588395	0	100.0000	-
Public - Non Institutions	E-Voting	90884694	57535464	63.3060	57535170	294	99.9995	0.0005
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57535464	63.3060	57535170	294	99.9995	0.0005
Total		419228997	311091682	74.2057	311091388	294	99.9999	0.0005

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

Resolution Required: Special								
Whether promoter/promoter group are interested in the agenda/resolution : Yes								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	213055289	73.7700	213055289	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		213055289	73.7700	213055289	0	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	6434548	21153847	23.3234	76.677
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	6434548	21153847	23.3234	76.677
Public - Non Institutions	E-Voting	90884694	57530942	63.3010	57530648	294	99.9995	0.0005
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57530942	63.3010	57530648	294	99.9995	0.0005
Total		419228997	298174626	71.1245	277020485	21154141	92.9055	7.0945

8 Ratification of remuneration payable to the Cost Auditors

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : No								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	283854238	98.2840	283854238	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		283854238	98.2840	283854238	0	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	27588395	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	27588395	0	100.0000	-
Public - Non Institutions	E-Voting	90884694	57535489	63.3060	57535292	197	99.9997	0.0003
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57535489	63.3060	57535292	197	99.9997	0.0003
Total		419228997	368978122	88.0135	368977925	197	99.9999	0.0001

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STAR CEMENT LIMITED

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9 Approval of Material Related Party transactions

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : No								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	23241829	8.0474	23241829	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		23241829	8.0474	23241829	0	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	21705450	5882945	78.6760	21.324
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	21705450	5882945	78.6760	21.324
Public - Non Institutions	E-Voting	90884694	57530967	63.3011	57530939	28	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57530967	63.3011	57530939	28	99.9999	0.0001
Total		419228997	108361191	25.8477	102478218	5882973	94.5710	5.4290

10 Approval for revision in the remuneration of Related Party - Mr. Rahul Chamaria

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : Yes								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	21305289	73.7700	21305289	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		21305289	73.7700	21305289	0	100.0000	-
Public-Institutions	E-Voting	39534013	27588395	69.7839	9777355	17811040	35.4401	64.560
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	9777355	17811040	35.4401	64.560
Public - Non Institutions	E-Voting	90884694	57530967	63.3011	57530701	266	99.9995	0.0005
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57530967	63.3011	57530701	266	99.9995	0.0005
Total		419228997	298174651	71.1245	280363345	17811306	94.0266	5.9734

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11 Approval for revision in the remuneration of Related Party - Mr. Sachin Chamaria

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution : Yes								
Category	Mode of Voting	No. of shares Held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	288810290	213055289	73.7700	213055289	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		213055289	73.7700	213055289	0	100.0000	-
Public-institutions	E-Voting	39534013	27588395	69.7839	9777355	17811040	35.4401	64.560
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		27588395	69.7839	9777355	17811040	35.4401	64.560
Public - Non Institutions	E-Voting	90884694	57530967	63.3011	57529671	1296	99.9977	0.0023
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		57530967	63.3011	57529671	1296	99.9977	0.0023
Total		419228997	298174651	71.1245	280362315	17812336	94.0262	5.9738

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STAR CEMENT LIMITED

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The remote e-voting results along with Scrutinizer's Report are available on the website of the Company as well as on the website of National Securities Depository Limited and also placed on the notice board of the Company's Registered Office and Corporate Office.

The meeting commenced at 02.00 p.m. and concluded at 03:15 p.m.

Please take the information on record.

Thanking you,

Yours faithfully,
For Star Cement Limited



D. Thakurta
Company Secretary
Encl. as stated

Cc: National Securities Depository Limited
Trade World – A Wing, Kamala Mills Compound
Lower Parel, Mumbai - 400013



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SCRUTINIZER'S REPORT

To

The Chairman of the 17th Annual General Meeting of **STAR CEMENT LIMITED** (CIN L26942ML2001PLC006663), held on Tuesday, July 31, 2018 at 02:00 P.M. at "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210

Dear Sir,

Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and voting at the Annual General Meeting of Star Cement Limited held on Tuesday, July 31, 2018 at 2.00 p.m.

I, Md. Shahnawaz, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Star Cement Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to scrutinize the remote e-voting and voting by ballots taken at the 17th Annual General Meeting (AGM) of the Company held on Tuesday, July 31, 2018 at 2.00 p.m. at "Star Club" at the Registered Office of the Company at Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210.

Despatch of Notice

The Annual Report containing the AGM Notice dated June 28, 2018 (hereinafter referred as Notice of AGM), and other statements and reports, were sent through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be, and to other members, in hard copy through courier. The electronic transmission and dispatch of hard copy of the Annual Report were completed on July 5, 2018.

Cut-off date

The shareholders of the Company holding shares as on the "cut-off" date, i.e., July 24, 2018, were entitled to vote on the resolutions set out at item nos. 1 to 11 of the Notice of the AGM.

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to ensure that the voting process, both through electronic means and by use of ballot at the meeting, are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and on the voting by use of ballots at the meeting.



I submit my report in respect of the resolutions passed at the AGM of the Company as under:

A. Relating to E-Voting

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The voting period for remote e-voting commenced at 9.00 a.m. on Saturday, July 28, 2018 and ended at 5.00 p.m. on Monday, July 30, 2018, and the NSDL e-voting platform was blocked thereafter.

B. Relating to voting by ballot

1. The Company had also provided facility to vote through ballot papers to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
2. However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

C. Result of remote e-voting and voting through ballot are as under:

1. The voting rights of the members were reckoned as on the "cut-off date", i.e., July 24, 2018, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 3.15 P.M. in presence of two witnesses, namely, Mr. Ashish Mandal and Mr. Siddharth Banerjee who are not in the employment of the Company.
3. The Company had also provided facility to vote through ballot paper at the AGM, however, there was no voting through ballot at the AGM as the members present at the AGM had already exercised their votes through remote e-voting.
4. The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.
5. The results of voting are as under:

ORDINARY BUSINESS

Resolution 1: Ordinary Resolution

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.



(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	152	Nil	152
No. of Votes cast by them	368978119	Nil	368978119
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	3	Nil	3
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 2: Ordinary Resolution

Declare a Final Dividend @ Re. 1/- per equity share of Face value of Re. 1/- each for the Financial Year 2017-18.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	153	Nil	153
No. of Votes cast by them	368978122	Nil	368978122
% of total no. of valid vote cast	100.00	Nil	100.00

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
No. of Votes cast by them	Nil	Nil	Nil
% of total no. of valid vote cast	Nil	Nil	Nil



(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 3: Ordinary Resolution

Appoint a Director in place of Mr. Prem Kumar Bhajanka (DIN: 00591512), who retires by rotation and being eligible, offers himself for re-appointment.

(i) **Voted in favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	130	Nil	130
No. of Votes cast by them	304301842	Nil	304301842
% of total no. of valid vote cast	93.19	Nil	93.19

(ii) **Voted against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	17	Nil	17
No. of Votes cast by them	22242608	Nil	22242608
% of total no. of valid vote cast	6.81	Nil	6.81

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

SPECIAL BUSINESS

Resolution 4: Ordinary Resolution

Appointment of Mr. Pramod Kumar Shah (DIN: 00343256) as an Independent Director of the Company to hold office up to March 31, 2020.

(i) **Voted in favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	148	Nil	148
No. of Votes cast by them	368977767	Nil	368977767
% of total no. of valid vote cast	99.99	Nil	99.99



(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	3	Nil	3
No. of Votes cast by them	294	Nil	294
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 5: Special Resolution

Re-appointment of Mr. Sajjan Bhakanka (DIN: 00246043) as Managing Director of the Company for a period of three years with effect from April 1, 2018, on the terms and conditions including revised remuneration as set out in the explanatory statement to the Notice of AGM and the agreement entered into by the Company and Mr. Sajjan Bhakanka.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	139	Nil	139
No. of Votes cast by them	279483841	Nil	279483841
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	25	Nil	25
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 6: Special Resolution

Re-appointment of Mr. Sanjay Agarwal (DIN: 00246132) as Managing Director of the Company for a period of three years with effect from April 1, 2018, on the terms and conditions including revised remuneration as set out



in the explanatory statement to the Notice of AGM and agreement entered into by the Company and Mr. Sanjay Agarwal.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	144	Nil	144
No. of Votes cast by them	311091388	Nil	311091388
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	3	Nil	3
No. of Votes cast by them	294	Nil	294
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 7: Special Resolution

Re-appointment of Mr. Rajendra Chamaria (DIN: 00246171) as Managing Director of the Company for a period of three years with effect from April 1, 2018 on the terms and conditions including revised remuneration as set out in the explanatory statement to the Notice of AGM and agreement entered into by the Company and Mr. Rajendra Chamaria.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	126	Nil	126
No. of Votes cast by them	277020485	Nil	277020485
% of total no. of valid vote cast	92.91	Nil	92.91

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	12	Nil	12
No. of Votes cast by them	21154141	Nil	21154141
% of total no. of valid vote cast	7.09	Nil	7.09



(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 8: Ordinary Resolution

Ratification of Remuneration payable to M/s. B. G. Chowdhury & Co., Cost Auditors (Firm Registration No. 000064) for the Financial Year ending March 31, 2019.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	149	Nil	149
No. of Votes cast by them	368977925	Nil	368977925
% of total no. of valid vote cast	99.99	Nil	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	Nil	4
No. of Votes cast by them	197	Nil	197
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 9: Ordinary Resolution

Approval of Material Related Party transactions pursuant to Section 188 entered into with related parties in the ordinary course of business and on arms' length basis as set out in the explanatory statement to the notice of AGM, for financial years commencing from financial year 2018-19.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	110	Nil	110
No. of Votes cast by them	102478218	Nil	102478218
% of total no. of valid vote cast	94.57	Nil	94.57



(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	9	Nil	9
No. of Votes cast by them	5882973	Nil	5882973
% of total no. of valid vote cast	5.43	Nil	5.43

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 10: Ordinary Resolution

Approval for revision in the remuneration of Mr. Rahul Chamaria, related party holding office or place of profit w.e.f August 1, 2018 as detailed in the explanatory statement to the notice of the AGM.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	126	Nil	126
No. of Votes cast by them	280363345	Nil	280363345
% of total no. of valid vote cast	94.03	Nil	94.03

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	13	Nil	13
No. of Votes cast by them	17811306	Nil	17811306
% of total no. of valid vote cast	5.97	Nil	5.97

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 11: Ordinary Resolution

Approval for 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 to the notice of the AGM..



(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	125	Nil	125
No. of Votes cast by them	280362315	Nil	280362315
% of total no. of valid vote cast	94.03	Nil	94.03

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	14	Nil	14
No. of Votes cast by them	17812336	Nil	17812336
% of total no. of valid vote cast	5.97	Nil	5.97

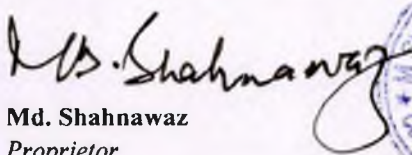
(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

- Based on the above results, I report that the resolutions contained at item nos. 1 to 11 of the Notice of AGM have been duly approved by the shareholders with requisite majority.
- The register of remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 17th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.
- This report has been issued at the request of the Company for (i) submission to Stock Exchanges; (ii) NSDL and (iii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,
M Shahnawaz & Associates
Practicing Company Secretary


Md. Shahnawaz
Proprietor
Membership No.: 21427
CP No.: 15076



Lumshnong; July 31, 2018