

## STAR CEMENT LIMITED

CIN: U26942ML2001PLC006663

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 SIXTEENTH ANNUAL GENERAL MEETING of the Members of Star Cement Limited will be held on Monday, 11th September, 2017 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, 2017 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Agarwal (DIN: 00246132), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 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, M/s. D. K. Chhajer & Co., Chartered Accountants (Firm Registration No. 304138E) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Kailash B. Goel & Co., Chartered Accountants (Firm Registration No. 322460E), the retiring Auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting to be held in 2022 at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.”

#### SPECIAL BUSINESS:

4. **Appointment of Mr. Santanu Ray as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), 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. Santanu Ray (DIN: 00642736), who was appointed as an Additional Director of the Company with effect from 8th April, 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, 2022 and whose office shall not be liable to determination by retirement of Directors by rotation.”

5. **Appointment of Mrs. Plistina Dkhar as an Independent Director**

To consider and if thought fit, to pass with or without modification(s) 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, Mrs. Plistina Dkhar (DIN: 01375361), who was appointed as an Additional Director of the Company with effect from 8th April, 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 her 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, 2022 and whose office shall not be liable to determination by retirement of Directors by rotation.”

6. **Appointment of Mrs. Ibaridor Katherine War as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), 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, Mrs. Ibaridor Katherine War (DIN: 03107920), who was appointed as an Additional Director of the Company with effect from 8th April, 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 her 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, 2022 and whose office shall not be liable to determination by retirement of Directors by rotation.”

7. **Ratification of Remuneration to the Cost Auditor**

To consider and if thought fit, to pass with or without modification(s), 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, 2018;

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.”

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

To consider and if thought fit, to pass with or without

modification(s), 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 2016-17;

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.”

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

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

Dated: 3rd August, 2017  
Place: Kolkata

**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. 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. 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.

11. 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.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 8th September, 2017 to Monday, 11th September, 2017 (both days inclusive).
13. 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.
14. 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.
15. 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.
16. 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. Monday, 4th September, 2017** 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.
17. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 4th September, 2017, 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.
18. The remote e-voting period will commence at **9.00 a.m. on Friday, 8th September, 2017 and will end at 5.00 p.m. on Sunday, 10th September, 2017**. The Company has appointed Mr. Sourav Kedia, Practicing Company Secretary (Membership no. ACS 40951), 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.
19. 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.
20. **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. **In case of Members who receive the Notice in electronic mode:**
    - i) Open the PDF file 'SCL e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
    - ii) Launch an internet browser and open <https://www.evoting.nsdl.com>
    - iii) Click on Shareholder - Login.
    - iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
    - v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
    - vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
    - vii) Select the 'EVEN' (E-Voting Event Number) of Star Cement Limited.
    - viii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
    - x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - xii) 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 [souravkedia@gmail.com](mailto:souravkedia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case of Members who receive Physical copy of the Notice of the AGM and Attendance Slip:**

1. Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-voting Event Number)	USER ID	PASSWORD
-	-	-

2. Please follow all steps from Sl. No. ii) to Sl. No. xii) above, to cast vote.
- C. 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)
- D. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- E. The voting rights shall be as per the number of equity share held by the Member(s) as on Monday, 4th September, 2017. Members are eligible to cast vote electronically only if they are holding shares as on that date.

- F. 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 Friday, 8th September, 2017 and will end at 5.00 p.m. on Sunday, 10th September, 2017.
- G. 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

Dated: 3rd August, 2017  
Place: Kolkata

**Debabrata Thakurta**  
Company Secretary

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

**Item No. 4, 5 and 6:**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 8th April, 2017 appointed Mr. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War as Additional Directors (Category – Independent) of the Company with effect from 8th April, 2017 for a term upto 31st March, 2022, 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. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War, holds office upto the date of the ensuing Annual General Meeting of the Company and are eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders.

Mr. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War have given their consent to act as an Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet 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 appointees are not

disqualified under section 164 of the Act. The directorships held by the proposed appointees are 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 the Members, signifying their intention to propose the appointment of Mr. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War as Directors of the Company.

In the opinion of the Board, Mr. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company. Brief resume of proposed appointee Directors, nature of their expertise in specific functional areas and names of companies in which they hold 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 appointees as an Independent Directors of the Company setting out the terms and conditions of appointment are available for inspection by the member 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 appointees would be of immense benefit to the Company and it is desirable to avail services of Mr. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War, as an Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of Mr. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War, as Independent Directors, as an Ordinary Resolutions for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Santanu Ray, Mrs. Plistina Dkhar and Mrs. Ibaridor Katherine War for their respective appointments, are concerned or interested, financially or otherwise, in Resolutions set out at item no. 4 to 6.

#### Item No.7:

The Board of Directors on the recommendation of Audit Committee has 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 2017-18 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. 7 of the Notice for approval by the Shareholders.

#### Item No. 8

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.

The Company has obtained trading and listing approval from the National Stock Exchange of India Limited and BSE Limited and shares of the Company are listed with effect from 16th June, 2017. The transactions entered into by the Company with Star Cement Meghalaya Limited, Subsidiary Company, prior to the listing approval were in the ordinary course of business and at arm's length basis and were in compliance with the provisions of Companies Act, 2013. However, 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) entered into by the Company, together with the transactions already entered with Star Cement Meghalaya Limited, subsidiary company, qualifies 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>	<b>Star Cement Meghalaya Limited</b>
<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>	₹500 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. 8 of the Notice for approval by the shareholders.

By Order of the Board  
For Star Cement Limited

Dated: 3rd August, 2017  
Place: Kolkata

**Debabrata Thakurta**  
Company Secretary

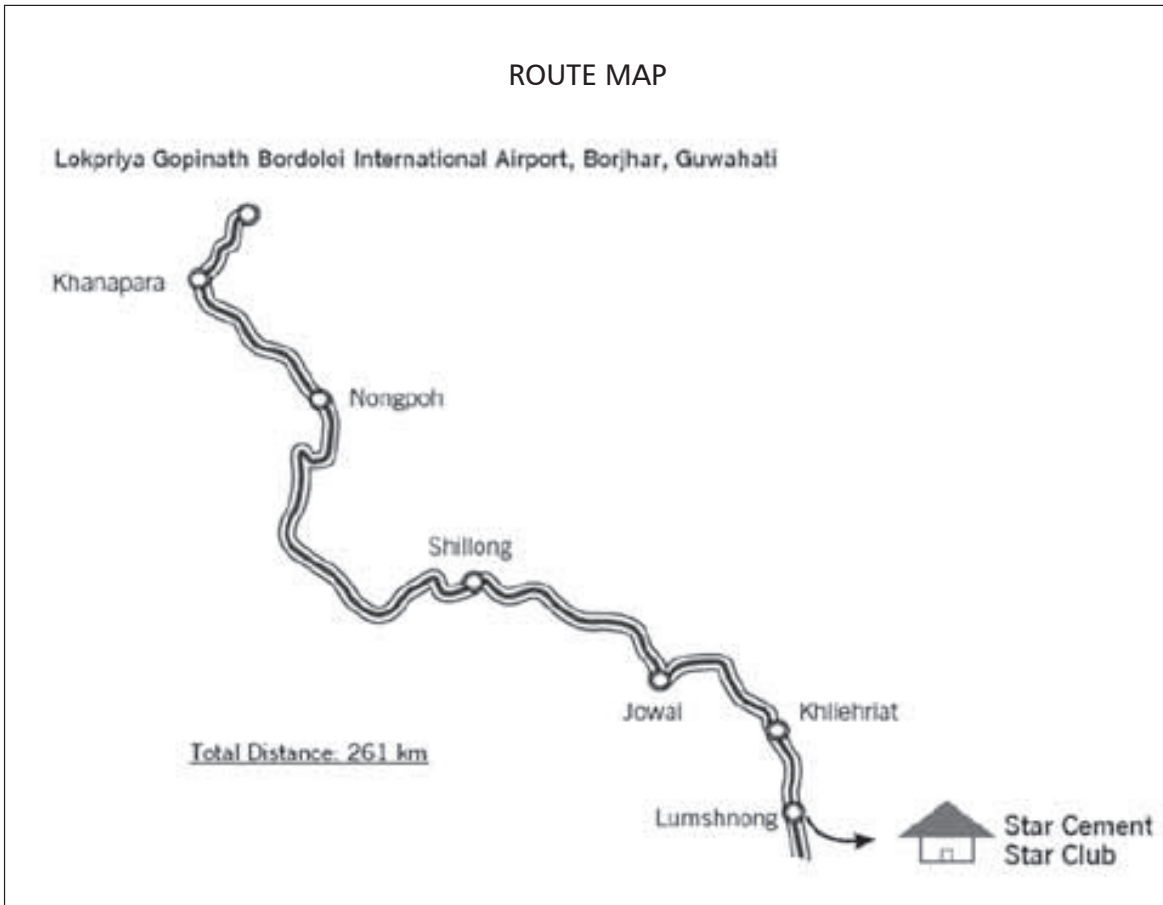


## ANNEXURE TO ITEM NO. 2, 4, 5 &amp; 6 OF THE NOTICE

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. Sanjay Agarwal	Mr. Santanu Ray	Mrs. Plistina Dkhar	Mrs. Ibaridor Katherine War
DIN	00246132	00642736	01375361	03107920
Age (Years)	56	70	57	42
Nationality	Indian	Indian	Indian	Indian
Qualification	Commerce Graduate	Chartered Accountant	Under graduate	Under graduate
Experience (years)	29	40	31	20
Expertise in special functional Area	Marketing and sales promotion	Accounting and Finance Management	Administration	Administration
Date of First Appointment on the Board of the Company	16.11.2002	08.04.2017	08.04.2017	08.04.2017
Terms & condition of re-appointment	Managing Director; Liable to retire by rotation	Being appointed as Independent Director not liable to retire by rotation upto 31.03.2022	Being appointed as Independent Director not liable to retire by rotation upto 31.03.2022	Being appointed as Independent Director not liable to retire by rotation upto 31.03.2022
Details of remuneration sought to be paid and remuneration last drawn	₹5,00,000/- per month	Not Applicable	Not Applicable	Not Applicable
Shareholding in the Company [Equity share of face value ₹ 1/- each ] (as at 28th July, 2017)	2,44,80,135	Nil	997	Nil
Relationship between the Directors inter se and other Key Managerial Person	None	None	None	None
No. of Board Meetings attended during the year	7	Not Applicable	Not Applicable	Not Applicable
List of Directorship held in other Companies (excluding Foreign Company)	1. Century Plyboards (India) Ltd. 2. Auroville Investments Pvt. Ltd. 3. The Bengal Rowing Club 4. Century Coats Ltd. 5. Century Infotech Ltd. 6. Pacific Plywoods Pvt. Ltd. 7. Ranisati Vihar Pvt. Ltd. 8. Sumangal International Pvt. Ltd. 9. Sumangal Business Pvt. Ltd. 10. Star Cement Meghalaya Ltd. 11. Indian Chamber of Commerce Calcutta	1. Century Plyboards (India) Ltd. 2. Shyam Century Ferrous Ltd. 3. Kariwala Industries Ltd. 4. Megha Technical & Engineers Pvt. Ltd. 5. Star Cement Meghalaya Ltd.	1. Shyam Century Ferrous Ltd. 2. Riango Veneers Private Ltd. 3. Century Plyboards (Meghalaya) Ltd. 4. Megha Bidyut Private Ltd.	Nil
Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Nil	Audit Committee Chairman 1. Star Cement Meghalaya Limited 2. Megha Technical & Engineers Private Limited Member 1. Shyam Century Ferrous Limited Stakeholders' Relationship Committee Chairman 1. Star Cement Meghalaya Limited	Nil	Nil

## ROUTE MAP



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