

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

Addendum to the Notice of 18th Annual General Meeting (AGM)

Addendum to the Notice dated 31st July, 2019 convening the 18th Annual General Meeting of the Company scheduled to be held on Friday, the 27th September, 2019 at 02:00 p.m. at "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210.

Notice is hereby given that the following item of business is added in the aforesaid Notice as Item No. 10 as a Special Business:

10. Approval for Payment of Additional Tax, if any, on proposed Buyback of Shares

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

"RESOLVED THAT the consent and approval of the members of the Company be and is hereby accorded to pay an additional tax, if requires, on the proposed buyback of shares by the Company at the rate of 20% (twenty per cent) plus applicable surcharge and cess as per the amended provisions of Section 115QA(1) of the Income-tax Act, 1961, which will be over and above the offer size of Rs. 102,00,00,000/- (Rupees One Hundred Two Crores Only) as approved by the Board of Directors in its meeting held on 21st June, 2019, from all the existing shareholders of the Company as on record date i.e. 5th July, 2019 on a proportionate basis through the "Tender Offer" method as it may breach the limit of 10% of total paid up equity capital and free reserves of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary be and are hereby authorized to take such steps and actions and to file forms 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:

By Order of the Board

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

For **Star Cement Limited**

Date: 31st July, 2019
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. Relevant documents referred to in this Addendum to Notice of 18th AGM are open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
3. This Addendum to the Notice of 18th AGM is available along with the Notice of 18th AGM on the website of the Company www.starcement.co.in. The revised Proxy Form including the resolution proposed hereinabove as item No. 10 is enclosed and also available on the website of the Company.
4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 18th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 18th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

EXPLANATORY STATEMENT **(Pursuant to section 102(1) of the Companies Act, 2013)**

Item No. 10

Pursuant to Regulation 68(2)(b) of the Companies Act, 2013, the Board of Directors of the Company, on June 21, 2019, has approved a proposal for Buy-back of upto 68,00,000 equity shares of Re. 1/- each at a price of Rs. 150/- (Rupees One Hundred Fifty only) per equity share for an aggregate amount of up to Rs. 102,00,00,000/- (Rupees One Hundred Two Crores Only) ("Buyback") from all the existing shareholders of the Company as on record date on a proportionate basis through the "Tender Offer" method. Narnolia Financial Advisors Limited has been appointed as the Manager to the Buyback Offer.

In terms of Regulation 7(i) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, (the "SEBI Buy-back Regulations" as amended), the Company has made a Public Announcement to its shareholders on 25th June, 2019. Further, in terms of Regulation 8(i) of SEBI Buy-back Regulations, the Draft Letter of Offer was filed with SEBI on 01st July, 2019 and aforesaid documents are also available on the website of SEBI.

The record date for the purpose of the Buyback was 05th July, 2019.

In respect of amended provisions of Section 115QA of Finance Act, 2019 w.e.f 05th July, 2019, the Company shall be liable to pay an additional tax, if required on the proposed buyback of shares by the Company at the rate of 20% (twenty per cent) plus applicable surcharge and cess.

Since the Company has already announced the buyback and record date and already filed the public announcement and the draft letter of offer before 05th July, 2019, the Company has

sought clarification from the Ministry of Finance on whether the amendment announced on 05th July, 2019 shall be applicable to the buyback of the company or not.

In the absence of any clarification from the Ministry of Finance and assuming that the additional tax on buyback would be applicable to the buyback offer, it would lead to an additional outflow of around Rs. 24 crores. The additional payment over and above the offer size of Rs. 102,00,00,000/- (Rupees One Hundred Two Crores Only) as approved by the Board of Directors may breach the limit of 10% of share capital and free reserves.

The Board of Directors recommends the Special Resolution set out at Item No. 10 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the Companies/HUF of which they are Directors/Karta.

Registered Office:

By Order of the Board

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

For **Star Cement Limited**

Date: 31st July, 2019
Place: Kolkata

Debabrata Thakurta
Company Secretary