

STAR FERRO AND CEMENT LIMITED

Regd. Office : 6, Lyons Range, 1st Floor, Kolkata - 700 001

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Postal Ballot Sl. No.

- Name & Registered Address of the sole/First Shareholder**
(in Block Letters)
- Name(s) of the Joint Holder(s)
If any
- Registered folio No.
DP ID No. / Client ID No.
- No. of shares held
- I/We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 5th of November, 2013 of the Company by sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate column below :

Description No.	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution for change of Registered office from the State of West Bengal to the State of Meghalaya.			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

INSTRUCTIONS

Voting in Physical form :

1. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelop to the Scrutinizer. The postage cost will be borne by the Company. However, envelops containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the company.
3. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of Business hours on 26.12.2013 All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.
5. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on 15.11.2013.
6. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
7. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
8. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
9. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No. 4 above.
10. Postal Ballot form received by fax or scanned image will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
11. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
12. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
13. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
14. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelops will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. The vote in the Postal Ballot shall not be exercised by a Proxy.
16. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

Electronic Voting

The company is also offering e-voting facility to its members enabling them to cast their votes electronically. The company has signed an agreement with the NSDL for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement.

1. The instructions for shareholders for e-voting are as under :
 - i. Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com/> during the voting period.
 - ii. Click on "Shareholder" tab to cast your votes.
 - iii. "Home page of "e-voting" opens. Click on 'e-voting : Active Voting Cycles". Now select the EVEN of Star Ferro and Cement Limited.
 - iv. Now, fill up the following details in the appropriate boxes & click on "SUBMIT".

User - ID	For Members holding shares in Demat Form : a) For NSDL : 8 Character DP ID followed by 8 Digits Clients ID. b) For CDSL : 16 digits beneficiary ID for Member holding shares in Physical Form : Folio Number registered with the Company.
Password *	Your Unique Password is given in the E-Mail sent on your registered E-mail ID with DP/RTA or printed on the postal ballot form sent to you.
PAN **	Enter your 10 digit alpha-numeric PAN issued by income tax department.

* In case you are having shares in Demat form & had logged-in to www.evoting.nsdl.com earlier for EVSN of any other company, please use the same password which was changed by you earlier.

** Members who have not updated their PAN no. with the Company/Depository Participants are requested to use the default number in the PAN field or use physical Postal Ballot form for voting.

- v. Members holding shares in physical form will then reach directly to the voting screen.
- vi. Members holding shares in Demat form will now reach Password change menu wherein they are required to mandatorily change their login password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-Voting through NSDL platform. It is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
- vii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used in case the Member forgets the password & the same needs to be reset.
- viii. Now you are ready for e-Voting as Cast Vote page opens.

- ix. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
 - x. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
 - xi. Cast your vote by selecting appropriate and click on "Submit" and also "Confirm" when prompted.
 - xiii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail at shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.co.in. File name of the scan image should be "Corporate Name_EVSN".
 - xiv. If you wish to provide feedback on the E-Voting system click on 'Suggestions'. In case you have any queries or issues regarding E-Voting, please contact shawmanoj2003@gmail.com.
 - xv. In case of any queries, you may refer the (QNA) and e-voting user manual for Shareholders available at the HELP section of www.evoting.nsdl.com
2. Shareholders who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot form.
 3. Kindly note that the shareholders can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.
 4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 15.11.2013.
 5. The voting period starts from 27th November, 2013 and ends on 26th December, 2013. The e-voting module shall also be disabled by NSDL for voting members.

STAR FERRO AND CEMENT LIMITED

Regd. Office : 6, Lyons Range, 1st Floor, Kolkata - 700 001

NOTICE FOR PASSING OF RESOLUTION FOR POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

NOTICE TO THE MEMBERS

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the Company is seeking the Members' consent to pass the proposed Special Resolution appended below by way of Postal Ballot. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form and postage prepaid envelope.

1. Shifting of Registered Office of the Company from the State of West Bengal to the State of Meghalaya and consequential amendment in Memorandum of Association.

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

"RESOLVED THAT pursuant to the provisions of the Sections 17, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Central Government and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or re-enactment thereof, consent of the members be and is hereby accorded for shifting of Registered Office of the Company from the State of West Bengal to the State of Meghalaya and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

- II. The registered office of the Company will be situated in the State of Meghalaya."

"RESOLVED FURTHER THAT upon confirmation of the Central Government, and pursuant to the provisions of Section 146 (2) of the Companies Act, 1956 the Registered Office of the Company be changed from Kolkata in the State of West Bengal to Lumshnong, Dist.: East Jaintia Hills in the State of Meghalaya."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board of Directors
For **Star Ferro and Cement Limited**

Sd/-

Ravi Mundhra

Company Secretary

Place : Kolkata

Date : 5th of November, 2013

Notes:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts and the reasons thereto is annexed hereto.
2. The Postal Ballot Form for voting by you as a Member of the Company is enclosed. The Company has also arranged for e-voting for its members to cast their votes electronically with NSDL.
3. The Board of Directors has appointed Mr. Manoj Shaw, Practising Company Secretary as the Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. His address is "The Scrutinizer", C/o Star Ferro and Cement Limited, "Satyam Towers", 1st Floor, Unit no. 9B, 3, Alipore Road, Kolkata-700027.
4. Members are requested to read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before 26/12/2013. Please note that any Postal Ballot Form (s) received after the said

date will be treated as not having been received. No other form or photocopy thereof is permitted. The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot will be announced on 31/12/2013 at the Registered Office of the Company. The result shall also be announced to the Stock Exchanges where equity shares of the Company are listed and thereafter will be published in newspapers. The result will also be put on the Company's website <http://www.starferrocement.com>. The Resolution, if approved, will be taken as passed effectively on the date of declaration of result, i.e. 31/12/2013. Document referred to in the accompanying Notice and the Explanatory Statement is open for inspection by members at the Registered Office of the Company during business hours on any working day, except Saturdays, between 11.00 a.m. to 1.00 p.m. upto 26/12/2013.

Explanatory Statement pursuant to Section 173(2) and 192(A) of the Companies Act, 1956

In respect of Item no.1

Presently all the ferrous and Cement plants of the Company are located in the State of Meghalaya and the Registered Office of Company is situated in Kolkata, West Bengal. To exercise better administrative and economic control which will reduce overheads, eliminate duplication of records and enable the Company to rationalise and streamline its operations as well as management of affairs of its business, the Board of Directors of the Company at its meeting held on November 5, 2013 has proposed to shift the Registered Office of the Company from Kolkata, West Bengal to Lumshnong, Dist. : East Jaintia Hills in the State of Meghalaya, where the Cement Unit of the Company is situated. This will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interest of the Company, its shareholders and all concerned and the proposed shifting of the office is not prejudicial to the interest of any party.

In terms of the provisions contained in Section 17 of the Companies Act, 1956 the alteration of the clause of Memorandum of Association pertaining to change of place of the registered office of the Company from one State to another State requires approval of the shareholders by Special Resolution and further requires confirmation by the Regional Director/Central Government.

Also, as per Section 146 (2) of the Companies Act, 1956, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company. Pursuant to Section 192A of the Companies Act, 1956, as the Company's securities are listed with the recognised stock exchanges, such Special Resolution is required to be passed by way of postal ballot.

Approval of the shareholders is, therefore, sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 for shifting of registered office from the State of West Bengal to the State of Meghalaya as aforesaid.

The Board of Directors recommends passing of the Special Resolution set out at Item no. 1 of the accompanying Notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations as set out in the Resolution at Item No. 1 of the Notice is available for inspection by members at the Registered Office of the Company during business hours on any working day, except on Saturdays, between 11.00 a.m. to 1.00 p.m. upto 26/12/2013.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors
For **Star Ferro and Cement Limited**
Sd/-

Place : Kolkata
Date : 5th of November, 2013

Ravi Mundhra
Company Secretary