

# STAR CEMENT LIMITED

CIN: L26942ML2001PLC006663

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

Corporate Office: Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700 027

Tel: 033-2448-4693/4170, Fax: 03655-278217, Email: investors@starcement.co.in

Website: www.starcement.co.in

## NOTICE OF POSTAL BALLOT

To

**The Members,**

**NOTICE IS HEREBY GIVEN** pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), to seek approval of the Members of the Company, to the appended resolution through postal ballot (including electronic voting).

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof and postal ballot form is also annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Md. Shahnawaz, Practising Company Secretary (Membership No. ACS 21427 and Certificate of Practice No. 15076), as the Scrutinizer to conduct the Postal Ballot including e-voting process in a fair and transparent manner, scrutinize the voting done through postal ballot and e-voting and to submit his report of voting. He has communicated his willingness to be appointed and available for the said purpose.

Members have the option to vote either by postal ballot or through e-voting. Members opting to vote by postal ballot are requested to read carefully the instructions printed on the postal ballot form and return the same, completed and signed in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of working hours (5:00 PM IST) on Wednesday, March 27, 2019. Members who opt for e-voting are requested to read carefully the instructions given in the notes forming part of this notice.

Based on the Scrutinizer’s Report, the Results of the Postal Ballot including e-voting will be declared on Friday, March 29, 2019 by 5.30 P.M. IST at the Registered Office of the Company. The declared Results, along with the Scrutinizer’s Report, will be available on the Company’s corporate website www.starcement.co.in and will also be forwarded to the Stock Exchanges where the Company’s shares are listed i.e. BSE & NSE. A copy of the result will also be forwarded to National Securities Depository Limited (NSDL), engaged by the Board of the Directors of the Company for facilitating e-voting, for displaying these Results on its website www.evoting.nsdl.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution will be deemed to be Wednesday, March 27, 2019 viz. the last date for receipt of duly completed postal ballot forms or e-voting.

### **SPECIAL BUSINESS:**

#### **1. To re-appoint Mr. Mangilal Jain as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mangilal Jain (DIN: 00353075), who’s appointment as an Independent Director of the Company for a period of 5 years comes to an end as on 31st March, 2019 and who is also above the age of 75 years, be and is hereby re-appointed as an Independent Director of the Company and to hold office for a second term of 1 (one) consecutive year from 1st April, 2019 upto 31st March, 2020 who shall not be liable to retire by rotation ;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient in this regard.”

By Order of the Board  
For **STAR CEMENT LIMITED**

Place: Kolkata  
Date: February 04, 2019

**Debabrata Thakurta**  
Company Secretary

**NOTES:**

- i. An explanatory statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
- ii. The Board of Directors of the Company has appointed Md. Shahnawaz, Practising Company Secretary (Membership No. ACS 21427 and Certificate of Practice No. 15076) as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.
- iii. The Postal Ballot notice is being sent to the members, whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories on Friday, February 08, 2019 and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, February 08, 2019. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.

**Voting through electronic means:**

- iv. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited to provide e-voting facility to its Members.
- v. The business set out in the Notice may be transacted through electronic voting system. Member(s) desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Tuesday, February 26, 2019 at 9:00 A.M. IST and will end on Wednesday, March 27, 2019 at 5:00 P.M. IST. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- vi. Member(s) desirous of exercising vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the postage prepaid self-addressed envelope to the Scrutinizer not later than the close of working hours on Wednesday, March 27, 2019 at 5:00 P.M. IST. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted. Members can opt for only one mode of voting i.e. either postal ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- vii. The Scrutinizer will submit the consolidated report to the Chairman after completion of the scrutiny and the results of the postal ballot including e-voting will be announced by the Chairman or by any Director of the Company, as may be authorised by the Chairman on Friday, March 29, 2019 by 5.30 P.M. IST at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company [www.starcement.co.in](http://www.starcement.co.in) besides communicating to the Stock Exchanges where the shares of the Company are listed. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting i.e. Wednesday, March 27, 2019. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
- viii. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Star Cement Limited, Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700 027 or at email: [investors@starcement.co.in](mailto:investors@starcement.co.in) or any query pertaining to electronic voting may be addressed to Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

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 to 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 ballot paper being sent with physical copy of the notice of the Postal Ballot. Initial Password is provided, as follows, at the bottom of the Ballot Paper.
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).
- II. 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) or contact :
  - (a) Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World, 'A', Wing 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 at telephone No.022-2499 4545 or toll free No.1800222990 or at e-mail ID [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in).
  - (b) Mr. Debabrata Thakurta, Company Secretary & Compliance Officer at telephone No.: 033-2448-4693/4170 or at e-mail ID [investors@starcement.co.in](mailto:investors@starcement.co.in).
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- IV. E-voting starts at 9.00 A.M. (IST) on Tuesday, February 26, 2019 and will end at 5:00 P.M (IST) on Wednesday, March 27, 2019, when e-voting will be blocked by NSDL.
- V. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the joint holders.

All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 27th March, 2019.

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1.

Mr. Mangilal Jain was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. His office as Independent Director of the Company comes to an end on 31st March, 2019 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

The Board, based on the performance evaluation of Mr. Mangilal Jain and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Mangilal Jain as an Independent Director on the Board of the Company would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Mangilal as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 1 (one) consecutive year on the Board of the Company effective from 1st April, 2019 upto 31st March, 2020. Mr. Mangilal Jain meets the criteria of independence as provided in Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Further, Mr. Mangilal Jain is above the age of 75 years. Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on May 09, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Further, as per Section 149(11) provides that an independent director may hold office for up to two consecutive terms provided that re-appointment shall be done on passing of a special resolution by the company and disclosure of such appointment in the Board’s report.

Accordingly, the Board of Directors on recommendation of Nomination and Remuneration Committee, in their meeting held on February 04, 2019 has re-appointed Mr. Mangilal Jain as an Independent Director of the Company. However, such appointment is subject to approval of the shareholders by way of a special resolution.

Details of Mr. Mangilal Jain whose re-appointment as Independent Director is proposed at Item No. 1 is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Company has received from Mr. Mangilal Jain (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The Board, based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of Mr. Mangilal Jain, has recommended the resolution for approval of shareholders by way of special resolution.

Except Mr. Mangilal Jain none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board  
For **STAR CEMENT LIMITED**

**Debabrata Thakurta**  
Company Secretary

Place: Kolkata  
Date: February 04, 2019

## ANNEXURE TO ITEM NO. 1 OF THE NOTICE

Details of Director seeking appointment/ re-appointment at the voting through postal ballot/e-voting

[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. Mangilal Jain
DIN	00353075
Age (Years)	87
Nationality	Indian
Qualification	Commerce Graduate & Chartered Accountant
Experience (years)	55 years
Expertise in special functional Area	Accounts, Audit, Finance, Taxation, Internal Audit etc.
Date of First Appointment on the Board of the Company	20/12/2006
Terms & condition of Appointment /re-appointment	Independent Director; Not Liable to retire by rotation.
Details of remuneration sought to be paid and remuneration last drawn	He shall be entitled to sitting fees for attending Board and Committee meetings. Sitting fees paid for attending Board and Committee meetings during the financial year 2017-18 was ₹ 1,57,500/- and during the financial year 2018-19 (till date) was ₹ 1,72,500/-.
Shareholding in the Company [Equity share of face value ₹ 1/- each ] (as at 31st December, 2018)	4655 shares.
Relationship between the Directors inter se and other Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
No. of Board Meetings attended during the year (till date)	5
List of Directorship held in other Companies (excluding Foreign Company)	Auro Sundram Ply and Door Private Limited Century Plyboards (India) Ltd. Zenith Exports Limited Star Cement Meghalaya Limited NE Hills Hydro Limited Shyam Century Ferrous Limited Meghalaya Power Limited Megha Technical & Engineers Private Limited
Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	<b>Century Plyboards (India) Ltd.</b> <i>Audit Committee-Chairman</i> <b>Megha Technical &amp; Engineers Pvt. Ltd.</b> <i>Audit Committee- Member</i> <b>Star Cement Meghalaya Limited</b> <i>Audit Committee- Member</i> <b>Meghalaya Power Limited</b> <i>Audit Committee- Member</i> <b>Zenith Exports Limited</b> <i>Audit Committee-Member</i> <b>Shyam Century Ferrous Limited</b> <i>Audit Committee –Chairman</i>