



Date: 03rd May, 2023

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra-East
Mumbai-400 051
Stock code: STARCEMENT

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

Dear Sir(s),

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Notice of Postal Ballot through remote e-voting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice through remote e-voting being sent to the Members of the Company.

In compliance with the circulars of the Ministry of Corporate Affairs, the said Postal Ballot Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent as on Friday, April 28, 2023 ('Cut-off date').

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its Members. The remote e-voting shall commence on Friday, May 5, 2023 at 09.00 a.m. (IST) and end on Saturday, June 3, 2023 at 05.00 p.m. (IST). The result of Postal Ballot through remote e-voting will be declared on or before June 5, 2023 by 05.00 p.m.

The Postal Ballot notice alongwith Explanatory Statement is uploaded on the website of the Company at www.starcement.co.in.

This is for your information and record.

Thanking you,
For Star Cement Limited

03-05-2023

X

Debabrata Thakurta
Company Secretary
Signed by: DEBABRATA THAKURTA

Debabrata Thakurta
(Company Secretary)

Encl: as above



STAR CEMENT LIMITED

Century House, P-15/1 CPT Colony, Taratala Road, Kolkata -700088. Email: kolkata@starcement.co.in

Registered Office & Works: Village & PO – Lumshnong, P.S. Khliehriat, District – East Jaintia Hills, Meghalaya – 793210. Phone: 03655-278215/16/18. Fax Number: 03655-278217.
Email: lumshnong@starcement.co.in. Website: www.starcement.co.in

ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 CERTIFIED COMPANY.

CIN : L26942ML2001PLC006663



STAR CEMENT LIMITED

CIN: L26942ML2001PLC006663

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills,
Meghalaya - 793 210

Corporate Office: 'Century House', 2nd floor, P-15/1, Taratala Road, Kolkata-700 088

Tel: (033) 24015555, Fax No: (033) 24015555, Email: investors@starcement.co.in

Website: www.starcement.co.in

NOTICE OF POSTAL BALLOT

**To
The Members,**

NOTICE IS HEREBY GIVEN to the Shareholders of **STAR CEMENT LIMITED** ("the **Company**") pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 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), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, (**collectively the 'MCA Circulars'**) and pursuant to other applicable provisions of the laws and regulations (including any Statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), that the resolutions as set out in this Notice are proposed for consideration by the members through postal ballot by way of voting through electronic means (**remote e-voting**).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only, to those Members whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agents. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The shareholders would have option to vote only through remote e-voting and voting through physical ballot will not be available. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing remote e-voting facility to its Member. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.starcement.co.in.

The voting through electronic means will commence on Friday 05th May, 2023 at 9:00 A.M. IST and will end on Saturday 03rd June, 2023 at 5:00 P.M. IST.

Members are requested to read carefully the instructions specified in the postal ballot notice and to cast their vote through the remote e-voting process not later than **5.00 p.m. (IST) on Saturday 03rd June, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned shareholder. The remote e-voting facility will be disabled by NSDL immediately thereafter.

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 for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. He has communicated his willingness to be appointed and available for the said purpose.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members opting to vote by postal ballot through electronic means are requested to read carefully the instructions specified in the postal ballot notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot through e-voting will be declared on or before **Monday 05th June, 2023 by 5.00 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 Limited ("**BSE**") & National Stock Exchange of India Limited ("**NSE**") herein after collectively referred to as "**Stock Exchanges**". 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.

The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting i.e. **Saturday 03rd June, 2023**.

SPECIAL BUSINESS:

- 1. To Appoint Mr. Vivek Chawla (DIN: 02696336) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 03rd February, 2023, Mr. Vivek Chawla (DIN: 02696336) who was appointed as an Additional Director in the capacity of Independent Director, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and

Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Vivek Chawla's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years commencing from 01st April, 2023 upto 31st March, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. To Appoint Mr. Jagdish Chandra Toshniwal (DIN: 01539889) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors through circular resolutions, Mr. Jagdish Chandra Toshniwal (DIN: 01539889) who was appointed as an Additional Director in the capacity of Independent Director, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Jagdish Chandra Toshniwal's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years commencing from 01st April, 2023 upto 31st March, 2026;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

3. To Appoint Mr. Ramit Budhraja (DIN: 00053723) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with

Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors through circular resolution dated 27th April, 2023, Mr. Ramit Budhraj (DIN: 00053723) who was appointed as an Additional Director in the capacity of Independent Director, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Ramit Budhraj's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years commencing from 01st May, 2023 upto 30th April, 2026;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **To Increase the limit on maximum number of Directors from 15 (Fifteen) to 20 (Twenty)**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149 (1) of the Companies Act, 2013 and rules made thereunder, including any amendment(s) thereto or re-enactment(s) thereof, for the time being in force, consent of the members be and are hereby accorded to the Board of Directors, for increase in the limit on maximum number of Directors from existing 15 (Fifteen) to 20 (Twenty) in line with Article 169 of the Articles of Association of the Company;

RESOLVED FURTHER THAT any one of the Directors or Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as deem necessary along with filing of necessary forms with the Ministry of Corporate Affairs and conducting postal ballot in connection with the above resolution."

5. **To revise the remuneration payable to Mr. Prem Kumar Bhajanka (DIN: 00591512), Managing Director**

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

"**RESOLVED THAT** in partial modification to the resolutions passed at the Annual General Meeting held on 27th September, 2022 and in pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors obtained at the meeting held on 03rd February, 2023 and pursuant to the provisions of

Sections 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to pay revised remuneration to Mr. Prem Kumar Bhajanka (DIN: 00591512), Managing Director of the Company w.e.f. 01st April, 2023 for remaining period of his present term of appointment as set out in the explanatory statement and supplementary agreement entered into by the Company and Mr. Prem Kumar Bhajanka and as available for the inspection of the members;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise and/or modify the remuneration and other benefits payable to Mr. Prem Kumar Bhajanka in such manner as may be agreed to between the Board and Mr. Prem Kumar Bhajanka, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of Listing Regulations, consent of the members be and is hereby accorded for continuation of payment of remuneration to Mr. Prem Kumar Bhajanka, Managing Director being a Promoter of the Company notwithstanding it is in excess of annual remuneration specified in Regulation 17(6)(e)(i) and 17(6)(e)(ii) of the Listing Regulations calculated as per Section 198 of the Companies Act, 2013 during his tenure;

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits, Managing Director of the Company be paid remuneration within the overall applicable limit as set out in the provisions of Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or 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 regard."

**Registered Office:
Vill: Lumshmong
P.O. Khaliehriat
Dist. East Jaintia Hills
Meghalaya-793 210**

**Place: Kolkata
Date: 27th April, 2023**

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

**Debabrata Thakurta
Company Secretary**

NOTES:

- i. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Regulation 36 of the SEBI Listing Regulations and Secretarial Standards (SS-2) in respect of the Special business set out above are annexed hereto.
- ii. The words “Members” and “Shareholders” are used interchangeably.
- iii. As per the MCA Circulars physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
- iv. For the purpose of providing remote e-voting facility, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting and enabling the Shareholders to cast their votes electronically.
- v. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at www.starcement.co.in, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- vi. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.starcement.co.in under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office of the Company during business hours Shareholders can inspect the same by writing an e-mail to the Company at investors@starcement.co.in.
- vii. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Meghalaya and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company’s website at www.starcement.co.in.
- viii. The voting through electronic means will commence on Friday 05th May, 2023 at 09:00 A.M. (IST) and will end on Saturday 03rd June, 2023 at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.
- ix. The Members whose e-mail address is not registered with the Company/Depositories, may register, by clicking the link: <https://mdpl.in/> and follow the instructions guided therein or by giving details of folio number, e-mail address and self-attested copy of PAN card to mdpldc@yahoo.com on or before **05:00 p.m. (IST), 20th May, 2023**. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Shareholders on or before **05:00 p.m. (IST), 20th May, 2023**.

- x. In compliance with the MCA circulars, the Postal Ballot notice is being sent by electronic mode to those members, whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, 28th April, 2023** whose e-mail Ids are registered with the Company/ Registrar and Share Transfer Agent ('RTA') or with the Depository Participants. 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, 28th April, 2023**.
- xi. Shareholders are not entitled to exercise their vote by proxy on Postal Ballot.
- xii. 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.
- xiii. The Scrutinizer will submit the 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 authorized by the Chairman on or before **Monday, 05th June, 2023 by 5.00 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 at 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 e-voting i.e., **Saturday 03rd June, 2023**. The Scrutinizer's decision on the validity of electronic voting shall be final.
- xiv. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Star Cement Limited, 'Century House', 2nd floor, P-15/1, Taratala Road, Kolkata-700 088 or at email: 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.**

Voting through electronic means:

- i. 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 NSDL to provide e-voting facility to its Members
- ii. 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 Friday 05th May, 2023 at 9:00 A.M. IST and will end on Saturday 03rd June, 2023 at 5:00 P.M. IST.** The members will not be able to cast their vote electronically beyond the date and time mentioned above.

Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the

QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP 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.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmdshah@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@starcent.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@starcent.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login

method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

IV. E-voting starts at 09.00 A.M. (IST) on Friday 05th May, 2023 and will end at 05:00 P.M (IST) on Saturday at 03rd June, 2023, 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 Saturday 03rd June, 2023.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102, 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER READ WITH REGULATION 36 OF THE SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS AND SECRETARIAL STANDARDS (SS-2)

Item No. 1.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 03rd February, 2023 appointed Mr. Vivek Chawla (DIN: 02696336) as an Additional Director (Category - Independent) of the Company with effect from 01st April, 2023 for a term upto 31st March, 2026, subject to regularization/approval of the shareholders. In the Board Meeting held on 03rd February, 2023, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the 'Act').

In terms of Section 161(1) of the Companies Act, 2013, Mr. Vivek Chawla will hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the listed entity is required to obtain approval of the shareholders for the appointment of new Director at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying his intention to propose the appointment of Mr. Vivek Chawla as Independent Director of the Company.

Mr. Vivek Chawla has given his consent to act as an Independent Director of the Company, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and 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 has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The directorships held by him is within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations. Mr. Vivek Chawla has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Vivek Chawla fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company. Brief resume of proposed appointee Director, nature of his expertise in specific functional areas and names of companies in which he holds 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.

Mr. Vivek Chawla aged about 63 Years having rich and varied experience over 41 years in the industry across functions such as management, operations, manufacturing, strategy sales & marketing, projects, logistics, commercial and Mining. During his long career, he has led and

nurtured large businesses and managed some of the plants of ACC/ Hindalco etc. He is pioneered in large scale transformation programs in sales, logistics and manufacturing, led strategic initiative into captive coal blocks, obtained additional limestone mining leases for future growth of the company, conceptualized and executed large-scale capital investments including acquisitions and has managed large work forces, trade unions and external stakeholders. Presently, he is heading the Paper business of Emami Group as Whole-time Director & CEO of Emami Paper Mills Limited.

Mr. Vivek Chawla is BE (Hons.) in Mining Engineering from National Institute of Technology, Raipur, MP (1981 Batch) and Diploma in Business Management from IGNOU.

Electronic copy of the draft letter of appointment of Mr. Vivek Chawla as an Independent Director of the Company setting out the terms and conditions of appointment shall be available in the Investor section of the website of the Company at www.starcement.co.in.

Presently he is in the Board of Emami Paper Mills Limited, Sanjeeva Town Welfare Association and Prakruti Prerana Foundation and hold membership in Stakeholders Relationship Committee, Finance Committee, Corporate Social Responsibility Committee and Risk Management Committee of Emami Paper Mills Limited. During past 3 (three) years he has resigned from NU Vista Limited.

The Board, based on the recommendation of Nomination and Remuneration Committee in their meeting held on 03rd February, 2023 and considering benefits of the expertise of Mr. Vivek Chawla as an Independent Director, has recommended the resolution for approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Vivek Chawla and his relatives, for his appointment, are concerned or interested, financially or otherwise, in Resolutions set out at Item no. 1.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

The Board recommends this Special Resolution for your approval.

Item No. 2

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors as per circular resolution has appointed Mr. Jagdish Chandra Toshniwal (DIN: 01539889) as an Additional Director (Category - Independent) of the Company with effect from 01st April, 2023 for a term upto 31st March, 2026, subject to regularization/approval of the shareholders. In the said circular resolution dated 20th March, 2023 passed by the Board of Directors, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the 'Act').

In terms of Section 161(1) of the Companies Act, 2013, Mr. Jagdish Chandra Toshniwal will hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the listed entity is required to obtain approval of the shareholders for the appointment of new Director at the

next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying his intention to propose the appointment of Mr. Jagdish Chandra Toshniwal as Independent Director of the Company.

Mr. Jagdish Chandra Toshniwal has given his consent to act as an Independent Director of the Company, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and 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 has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The directorships held by him is within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations. Mr. Jagdish Chandra Toshniwal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Jagdish Chandra Toshniwal fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company. Brief resume of proposed appointee Director, nature of his expertise in specific functional areas and names of companies in which he holds 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.

Mr. Jagdish Chandra Toshniwal aged about 69 years holds a B.E. Degree in Mechanical Engineering from Birla Institute of Technology & Science, Pilani (Rajasthan). He has nearly 45 years of experience in Cement Industry with visionary leadership, high achievement orientation, innovative capabilities and strong business acumen. He is a thorough cement professional having exposure in Plant operations, Green Field/Brown Field Project, Marketing, Procurement and Business Development. He has worked with Ambuja Cement Limited, Heidelberg Cement India Private Limited and different other Cement Companies.

Currently, He is associated as Director with Shiva Cement Limited and Jindal Panther Cement Private Limited and holds membership in Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee of Shiva Cement Limited. He was also associated as Managing Director in Wonder Cement Limited. He was responsible for managing entire business of the Company including plant operations, project planning and execution, sales and marketing across nine states, setting up processes, developing the organization for rapid growth of the Company, developing business strategies. During the past 3 (three) years, Mr. Toshniwal has resigned from Wonder Cement Limited.

Electronic copy of the draft letter of appointment of Mr. Jagdish Chandra Toshniwal as an Independent Director of the Company setting out the terms and conditions of appointment shall be available in the Investor section of the website of the Company at www.starcement.co.in.

The Board, based on the recommendation of Nomination and Remuneration Committee through their circular resolution dated 20th March, 2023 and considering benefits of the expertise of Mr. Jagdish Chandra Toshniwal as an Independent Director, has recommended the resolution for approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Jagdish Chandra Toshniwal and his relatives for his appointment, are concerned or interested, financially or otherwise, in Resolutions set out at Item no. 2.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

The Board recommends this Special Resolution for your approval.

Item No.-3

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors as per circular resolution has appointed Mr. Ramit Budhraja (DIN: 00053723) as an Additional Director (Category - Independent) of the Company with effect from 01st May, 2023 for a term upto 30th April, 2026, subject to regularization/approval of the shareholders. In the said circular resolution dated 27th April, 2023 passed by the Board of Directors, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the 'Act').

In terms of Section 161(1) of the Companies Act, 2013, Mr. Ramit Budhraja will hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the listed entity is required to obtain approval of the shareholders for the appointment of new Director at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying his intention to propose the appointment of Mr. Ramit Budhraja as Independent Director of the Company.

Mr. Ramit Budhraja has given his consent to act as an Independent Director of the Company, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and 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 has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The directorships held by him is within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations. Mr. Ramit Budhraja has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Ramit Budhraja fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his

appointment as an Independent Director of the Company. Brief resume of proposed appointee Director, nature of his expertise in specific functional areas and names of companies in which he holds 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.

Mr. Ramit Budhrajaga aged about 63 years holds a Business Administration (MBA) Degree from Indian Institute of Management (IIM), Bangalore and B-Tech in Chemical Engineering from Indian Institute of Technology (IIT), New Delhi. Mr. Budhrajaga has attended numerous developmental programs in India, Switzerland, and USA. He is an Expert practitioner in Strategy, Marketing, Transformation, Innovation and Mergers. A veteran in the Cement industry having more than 30 years of experience in the field. Functioned as a Director on the Boards of ACC Concrete Ltd, Alcon Cement Pvt Ltd, Shiva Cement Ltd, Bulk Cement Corporation (India) Ltd and Holcim Bangladesh Ltd.

Currently, He is not associated as Director with any Company and doesn't hold membership in any Committees. During the past 3 (three) years he has not resigned from any companies.

Electronic copy of the draft letter of appointment of Mr. Ramit Budhrajaga as an Independent Director of the Company setting out the terms and conditions of appointment shall be available in the Investor section of the website of the Company at www.staracement.co.in.

The Board, based on the recommendation of Nomination and Remuneration Committee through their circular resolution dated 27th April, 2023 and considering benefits of the expertise of Mr. Ramit Budhrajaga as an Independent Director, has recommended the resolution for approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Ramit Budhrajaga and his relatives for his appointment, are concerned or interested, financially or otherwise, in Resolutions set out at Item no. 3.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

The Board recommends this Special Resolution for your approval.

Item No. 4

Pursuant to provisions of Section 149 of the Companies Act, 2013 and as stipulated under Article 169 of the Articles of Association of the Company, the number of Board of Directors of the Company shall not exceed fifteen, unless approved by the shareholders by way of special resolution.

Keeping in view of the proposed changes to the composition of Board of Directors by induction of new Independent Directors in the interest of the Company to strengthen the Board, the Board of Directors of the Company through circular resolution dated 20th March, 2023, was of the view that the Board's strength be retained at twenty (20).

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in the resolution set out at item no 4.

The Board recommends this Special Resolution for your approval.

Item No 5

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting dated 03rd February, 2023, has decided to revise the remuneration payable to Mr. Prem Kumar Bhajanka (DIN: 00591512) for the remaining tenure of his present term of appointment as Managing Director of the Company.

The shareholders in its meeting held on 27th September, 2022 has revised the remuneration payable to Mr. Prem Kumar Bhajanka. However, thereafter keeping in view the requirements of funds of the Company for upcoming projects and in order to maintain adequate cash flow for the projects, Mr. Prem Kumar Bhajanka has requested the Board to revise his remuneration at par with the Chairman and Managing Director of the Company. Therefore, the remuneration payable to Mr Prem Kumar Bhajanka has been revised to ₹ 1.98 Crore per annum with effect from 01st April, 2023 for the remaining tenure of his present terms of appointment as Managing Director. Mr. Prem Kumar Bhajanka shall not be entitled to stock options, sitting fees for attending meetings of Board or its Committees.

Pursuant to Regulation 17(6)(e) of Listing Regulations, the fees or remuneration payable to Executive Directors who are promoters or members of promoters group, shall be subject to approval of the shareholders by special resolution in general meeting if annual remuneration payable to such executive director exceeds ₹ 5 Crores or 2.5% of net profits, whichever is higher or where there is more than one such Director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. Therefore, approval of members is sought for continuation of payment of remuneration in case it exceeds the limit specified therein till the expiry of term of Mr. Prem Kumar Bhajanka.

The supplementary agreement entered into by the Company and Mr. Prem Kumar Bhajanka, shall be available for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@starcement.co.in.

Except Mr. Prem Kumar Bhajanka and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 5.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting and Statement pursuant to provisions of Schedule V of the Companies Act, 2013 are annexed with this notice.

The Board recommends this Special Resolution for your approval.

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

**Registered Office:
Vill: Lumshmong
P.O. Khaliéhriat
Dist. East Jaintia Hills
Meghalaya-793 210**

**Debabrata Thakurta
Company Secretary**

**Place: Kolkata
Date: 27th April, 2023**

ANNEXURE TO ITEM NO. 1, 2, 3 & 5 OF THE NOTICE

Details of Director seeking appointment/ re-appointment/ any change in terms of 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. Vivek Chawla	Mr. Jagdish Chandra Toshniwal	Mr. Ramit Budhraja	Mr. Prem Kumar Bhajanka
DIN	02696336	01539889	00053723	00591512
Age (Years)	63	69	63	65
Nationality	Indian	Indian	Indian	Indian
Qualification	BE (Hons.) in Mining Engineering from National Institute of Technology, Raipur, MP (1981 Batch) and Diploma in Business Management from IGNOU	B.E. Degree in Mechanical Engineering from Birla Institute of Technology & Science, Pilani (Rajasthan)	Business Administration (MBA) Degree from Indian Institute of Management (IIM), Bangalore and B-Tech in Chemical Engineering from Indian Institute of Technology (IIT), New Delhi	Commerce Graduate
Experience (years)	41	45	30	43
Expertise in special functional Area	Management, Operations, Manufacturing, Strategy Sales & Marketing, Projects, Logistics, Commercial and Mining	Manufacturing & plant operations, innovations and optimization of process, project planning, engineering, execution and project management, cost optimization and bringing new concept for plant capacity upgradation and optimization	Expert practitioner in Strategy, Marketing, Transformation, Innovation and Mergers.	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance
Date of First Appointment on the Board of the Company	01st April, 2023	01st April, 2023	1st May, 2023	16th November, 2002

Terms & condition of Appointment /re-appointment	Independent Director; Not Liabile to retire by rotation.	Independent Director; Not Liabile to retire by rotation.	Independent Director; Not Liabile to retire by rotation.	Managing Director up to 31st March, 2024, liable to retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	None	None	None	Remuneration sought to be paid: ₹ 1,98,00,000 per annum (w.e.f. 01.04.2023) Remuneration last drawn: ₹ 3,66,33,330
Shareholding in the Company [Equity share of face value ₹ 1/- each] (as at 27th April, 2023)	Nil	Nil	Nil	3,94,85,295
Relationship between the Directors inter se and other Key Managerial Personnel	None	None	None	None
No. of Board Meetings attended during the year (Till Date)	Nil	Nil	Nil	4
List of Directorship held in other Companies (excluding Foreign Company)	1. Emami Paper Mills Limited 2. Sanjeeva Town Welfare Association 3. Prakruti Prerana Foundation	1. Shiva Cement Limited 2. Jindal Panther Cement Private Limited	Nil	1. Century Plyboards (India) Ltd. 2. Namchic Tea Estate Pvt. Ltd. 3. Lal Pahar Tea Estate Pvt. Ltd. 4. Auro Sundram Ply and Door Pvt. Ltd. 5. Profound Cement Works Ltd. 6. Meghalaya Power Ltd. 7. Star Cement Meghalaya Ltd.
Membership/ Chairmanships of Committees of Boards of other Companies.	Membership of the following Committees of Emami Paper Mills Limited: Stakeholders Relationship	Membership of the following Committees of Shiva Cement Limited: Audit Committee Stakeholders	Nil	Nil

	Committee Finance Committee- Corporate Social Responsibility Committee Risk Management Committee	Relationship Committee, Nomination & Remuneration Committee Risk Management Committee		
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Statement pursuant to provisions of Schedule V of the Companies Act, 2013 with respect to Item No. 5 of the Notice

I. General Information

Sl. No.	Particulars	Remarks		
1.	Nature of industry	Cement		
2.	Date of certificate of commencement of business	19 th September, 2002.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	For the Financial Year (₹. in Lakhs) *		
		2021-22	2020-21	2019-20
	Revenues	2,20,102.21	1,68,516.16	1,80,133.57
	Net Profit/ (Loss) before Tax	17,037.52	17,254.12	25,100.00
	Dividend %	NIL	NIL	100%
5.	Export performance and net foreign exchange collaborations, if any	Nil		
6.	Foreign investments or collaborators if any	Nil		

II. Information about the Appointee

Sl. No.	Particulars	Mr. Prem Kumar Bhajanka Managing Director
1.	Background details	<p>Mr. Prem Kumar Bhajanka, Managing Director of the Company is a Commerce Graduate, having more than 43 years of industry experience with excellent site management and project execution skills. He became the Director of the Company in 2002 and appointed as Managing Director in 2021.</p> <p>He has played a key role in execution of Company's project and its growth. As the Promoter Director of the Company, he is responsible for advising and counselling management on corporate decisions, providing strategic</p>

		guidance and supervising actively the day-to-day management and administration of the Company.
2.	Past remuneration	Remuneration paid during Financial Year 2022-23: ₹33,00,000 from 1 st April, 2022 to 31 st May, 2022 ₹3,33,33,330 from 1 st June, 2022 till 31 st March, 2023
3.	Job profile and his suitability as Director	Mr. Prem Kumar Bhajanka is appointed as the Managing Director of the Company. He possesses multiple skill sets to head various departments such as Finance, Marketing and Business Operations.
4.	Remuneration proposed	₹ 1,98,00,000 per annum (w.e.f. 01.04.2023)
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The salary payable to Mr. Prem Kumar Bhajanka is in line with current industry standards.
6.	Pecuniary relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, Mr. Prem Kumar Bhajanka is not having any pecuniary relationship with the Company.

III. Other Information

Sl. No.	Particulars	Remarks
1.	Reasons of loss or inadequate profits	NA
2.	Steps taken during the year for improvement	The Company believes that it is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths: <ol style="list-style-type: none"> 1. Expansion of capacity 2. Strong Human Resource 3. State-of-the-art technology and infrastructure 4. Strong Management Team 5. Aggressive branding
3.	Expected increase in productivity and profits in measurable terms	The Company has taken initiatives to improve the position of the Company as against its competitors and will continue in its endeavor to improve profitability.