

**STAR PAPER MILLS LTD.**

**Reg. Office: ' Duncan House, 2<sup>nd</sup> Floor, 31 Netaji Subhas Road, Kolkata-700001.**

To,

The Members  
STAR PAPER MILLS LTD.

**ABSTRACTS OF TERMS OF APPOINTMENT AND REMUNERATION OF MR. G.P. GOENKA,  
AS WHOLE-TIME DIRECTOR OF THE COMPANY AND MEMORANDUM OF INTEREST  
UNDER SECTION 302 OF THE COMPANIES ACT, 1956**

The Board of Directors of the company at its meeting held on 13<sup>th</sup> February, 2012 has re-appointed Mr. G.P. Goenka, as Whole-time Director of the company w.e.f 15<sup>th</sup> Jan., 2012 for a period of three (3) years i.e from 15.01.2012 to 14.01.2015 in terms of Section 198, 269, 309 read with Schedule XIII of the Companies Act, 1956 and approved the terms of his appointment and remuneration subject to the necessary approval (s) as required.

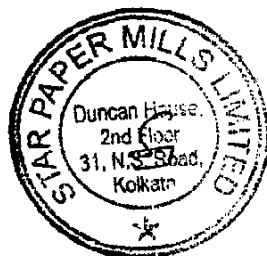
**BRIEF PROFILE:**

Mr. G.P. Goenka, B. Sc., is the Chairman of Duncan Goenka Group. He is associated with the company as promoter director since 1986. He has a vast experience of over 50 years in management, marketing and administration. Under his leadership, the company has done reasonably well in terms of turnover, industry presence, market share, customer base etc.

**TERMS OF APPOINTMENT:**

The material terms and conditions as approved by the Board of Directors are mentioned below for information and consideration of the members.

1. **Salary:** Rs. 4,00,000/- (Rupees Four Lacs only) per month.
2. **House Rent Allowance:** Rs.75,000/- (Rupees Seventy five thousand only) per month.
3. **Special Allowance:** Rs. 30,000/- ( Rupees Thirty Thousand only) per month.
4. **Perquisites:** The following perquisites be allowed in addition to above:
  - i) **Medical benefit:** Reimbursement of actual expenses incurred for himself and his family, subject to a ceiling of three(3) month's salary in a block of three (3) years.
  - ii) **Leave Travel Assistance:** For himself and his family subject to maximum of 2 months salary every year.
  - iii) **Premium on Personal Accident Insurance:** Premium for Personal Accident Insurance for a sum assured of Rs.1,00,00,000/- (Rupees: One Crore only).
  - iv) **Provident Fund:**The Company's contributions for him to provident fund as per rules of the Company.



v) **Gratuity:** Gratuity as per rules of the Company

vi) **Earned/Privilege leave:** Earned/Privilege leave on full pay as per the rules of the Company.

Expenditure on perquisites as mentioned above will be evaluated as per the Income tax Rules, 1962 and in the absence of any such rule, evaluation will be at actual cost.

5. **Commission:** Commission in respect of each financial year as may be decided and determined by the Board of Directors of the Company from time to time subject to the conditions that aggregate remuneration paid to Whole-time Director shall not exceed limits prescribed under the Companies Act, 1956.

#### OTHER TERMS:

1. The appointee shall be entitled to such annual increments as may be decided by the Board of Directors of the Company from time to time, subject to such ceilings and limitations as may be imposed by the Central Government.
2. The appointee shall be provided with telephone at residence and two motor-cars with drivers to be used for the Company's business.
3. The appointment may be terminated at any time by either party by giving to other party 6 months notice of such termination and neither party will have any claim against the other for damages or compensation by reason of such termination.
4. The above mentioned remuneration shall be paid and allowed as *minimum remuneration* during the appointment period, notwithstanding the absence or inadequacy of profits in any accounting year.

#### MEMORANDUM OF CONCERN OR INTEREST:

None of the Directors, except Mr. G.P. Goenka himself and Mr. S.V. Goenka being son of Mr. G.P. Goenka are concerned or interested in the above matter.

#### INSPECTION:

The appointment agreement entered with Mr. G.P. Goenka is available for inspection by members at the registered office of the company between 11.00 AM to 1.00 PM on any working day.

By Order of the Board of Directors  
For Star Paper Mills Ltd.

Place: Saharanpur (U.P.)  
Date: 26<sup>th</sup> Feb., 2012

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SAURABH ARORA  
(Company Secretary)

