

**MINUTES OF THE 73<sup>RD</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF STAR PAPER MILLS LIMITED HELD AT 'KALAKUNJ' (KALAMANDIR BASEMENT), 48, SHAKESPEARE SARANI, KOLKATA 700 017 ON FRIDAY, 21<sup>ST</sup> SEPTEMBER, 2012 AT 10:46 A.M.**

**PRESENT**

MR. G.P. GOENKA	:	CHAIRMAN
MR. SHRIVARDHAN GOENKA	:	DIRECTOR
MR. SHIROMANI SHARMA	:	DIRECTOR
MR. C.M. VASUDEV	:	DIRECTOR
MR. MADHUKAR MISHRA	:	MANAGING DIRECTOR

**MEMBERS**

1492 members holding 5717 equity shares were present in person.

5 (five) Bodies Corporate holding 8236719 equity shares present through their authorized representatives.

113 members holding 5276 equity shares present through their proxies.

**CHAIRMAN**

Pursuant to Article 68 of the Company's Articles of Association. Mr. G.P. Goenka, Chairman of the Board took the Chair.

The Chairman welcomed the directors, members and proxies present and thanked them for attending the meeting.

**QUORUM**

The Chairman declared the presence of requisite quorum as per Article 65 of the Articles of Association of the company. The meeting was proceeded to transact the businesses as per agenda.

**NOTICE, AUDITED ACCOUNTS AND DIRECTORS' REPORT**

The Notice dated 28<sup>th</sup> May, 2012 convening the meeting, Audited Accounts and Directors' Report for the year ended 31<sup>st</sup> March, 2012 were, with the permission of the members present, taken as read.

**AUDITORS' REPORT**

On being asked by the Chairman, Mr. Saurabh Arora, Company Secretary read the Auditors' Report on the Accounts for the financial year ended 31<sup>st</sup> March, 2012.

Thereafter the items of the Agenda were taken up for consideration:

**1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS**  
(As an Ordinary Resolution)

Mr. S. Majumder proposed the following Resolution, which was seconded by Mr. Manoj Gupta.

"RESOLVED that the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2012, Statement of Profit & Loss for the year on that date and the Reports of the Directors' and Auditors thereon be and are hereby received, considered and adopted."

The Chairman then invited the members present to put across their views and queries, if any, on the aforesaid Audited Accounts and Reports.

Some of the members in particular Mr. Ajay Goyal, Mr. K.L. Malik and Mr. Manoj Gupta put across their views and raised queries concerning performance of the company and prospects of the industry which were replied by the Chairman.

The Chairman then put the Resolution to vote and on show of hands, declared it carried by majority.

**2. RE-APPOINTMENT OF MR. SHRIVARDHAN GOENKA AS A DIRECTOR**  
(As an Ordinary Resolution)

On being requested Mr. Shiromani Sharma, Director, took over as Chairman as Mr. G.P. Goenka had an interest in the resolution.

Mr. S. Majumdar proposed the following Resolution, which was seconded by Mr. Manoj Gupta.

"RESOLVED that Mr. Shrivardhan Goenka be and is hereby re-appointed as a Director of the Company whose period of Office shall be liable to determination by retirement by rotation."

Mr. Shiromani Sharma then put the Resolution to vote and on show of hands, declared it carried by majority.

After passing of the resolution, Mr. G.P. Goenka re-occupied the Chair on the request of Mr. Shiromani Sharma.

**3. RE-APPOINTMENT OF MR. C.M. VASUDEV AS A DIRECTOR**  
(As an Ordinary Resolution)

Mr. K.L. Malik proposed the following Resolution, which was seconded by Mr. Manoj Gupta.

"RESOLVED that Mr. C.M. Vasudev be and is hereby re-appointed as a Director of the Company whose period of Office shall be liable to determination by retirement by rotation."

The Chairman then put the Resolution to vote and on show of hands, declared it carried by majority.

**4. APPOINTMENT OF AUDITORS**  
(As an Ordinary Resolution)

Mr. Manoj Gupta proposed the following Resolution, which was seconded by Mr. K.L. Malik.

"RESOLVED that pursuant to provisions of Section 224 and any other applicable

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provisions of the Companies Act, 1956, M/s. Lodha & Co., Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as the Auditors of the Company for the financial year 2012-13 and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period and re-imbusement of actual out pocket expenses, as may be incurred in the performance of their duties."

The Chairman then put the Resolution to vote and on show of hands, declared it carried unanimously.

**5. RE-APPOINTMENT OF MR. G.P. GOENKA AS WHOLE-TIME DIRECTOR OF THE COMPANY**

(As a Special resolution)

On being requested Mr. Shiromani Sharma, Director, took over as Chairman as Mr. G.P. Goenka had an interest in the resolution.

Mr. Manoj Gupta proposed the following Resolution, which was seconded by Mr. K.L. Malik.

"RESOLVED that pursuant to provisions of Sections 198, 269, 309, 311 and such other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII appended thereto, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. G.P. Goenka, as a Whole-time Director of the Company for the period from 15<sup>th</sup> January, 2012 to 31<sup>st</sup> March, 2012, upon terms and conditions as set out in the agreement entered into between the Company and Mr. G.P. Goenka, the main terms of which are set out in the explanatory to this notice."

"RESOLVED FURTHER that Board of the Directors of the Company be and are hereby authorized to alter or vary the scope and quantum of remuneration, allowances, perquisites, benefits and amenities payable to Mr. G.P. Goenka, which shall be in conformity with the relevant provisions of the Companies Act, 1956 read with Schedule XIII appended thereto and/or the rules and regulations made there under and/or such guidelines as may be announced by the Central Government from time to time."

Mr. Shiromani Sharma then put the Resolution to vote and on show of hands, declared it carried by majority.

There being no other business, the meeting concluded with vote of thanks to the Chair.



**G.P. GOENKA  
CHAIRMAN**

Date : 9<sup>th</sup> October, 2012  
Place : Kolkata

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