



STAR PAPER MILLS LIMITED

SAHARANPUR - 247 001 (U.P.) INDIA
CIN No. :- L21011WB1936PLC008726
Phones : +91 132 6714101 to 6714105, FAX : +91 132 2714121
E-mail : star.sre@starpapers.com, Web : www.starpapers.com

DUNCAN GOENKA

C/SA/SE/184

18th Aug., 2017

To,

The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kuria Complex
Bandra (E)
Mumbai – 400 051
Symbol-'STARPAPER'

The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Stock code-'516022'

Dear Sir,

Sub: Notice of of 78th Annual General Meeting (AGM) of the company

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached here with copy of Notice convening 78th AGM of the company to be held on **Thursday, 14th September, 2017 at 11.30 AM** at Kolkata (W.B).

Thanking you

Yours faithfully
For Star Paper Mills Limited


Saurabh Arora
Company Secretary



STAR PAPER MILLS LIMITED

CIN-L21011WB1936PLC008726

Registered Office: Duncan House, 2nd Floor, 31 Netaji Subhas Road, Kolkata – 700 001.

Ph: (033) 22427380-83, Fax: (033) 22427383, email: star.cal@starpapers.com, web: www.starpapers.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given to the Members that the 78th Annual General Meeting of the members of Star Paper Mills Limited will be held at 'Kalakunj' (Kalamandir Basement), 48, Shakespeare Sarani, Kolkata-700 017 on **Thursday 14th September, 2017 at 11.30 A.M** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2017 and Statement of Profit & Loss for the financial year ended on that date together with Board of Directors and the Auditors' Report thereon.
2. To declare a dividend on Equity shares.
3. To appoint a Director in place of Mr. Shrivardhan Goenka (DIN:00030375) who retires by rotation at this AGM and being eligible, has offered himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s Jain Pramod Jain & Co., Chartered Accountants, New Delhi (Firm Registration no. 016746 N), be and is hereby appointed as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 83rd AGM of the company subject to ratification of their appointment at every Annual General Meeting."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable inclusive of taxes and reimbursement of out-of-pocket expenses to the said Auditors."

SPECIAL BUSINESS:

5. **To approve the remuneration of the Cost Auditors for FY 2017-18.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the company for the financial year 2017-18, be paid remuneration of Rs 0.50 lac plus applicable taxes and out-of-pocket expenses."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to increase or decrease remuneration."

6. **To authorise the Board of Directors to vary or increase the remuneration of Mr. Madhukar Mishra (DIN:00096112), Managing Director of the company for his current appointment period i.e 1st July 2016 to 30th June 2019 as the Board may deem appropriate and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 196, 197 and any other applicable provision(s) of the Companies Act, 2013 read with Schedule-V to the said Act (including any statutory modification or re-enactment thereof), consent of the members of the company be and is hereby accorded to authorise the Board of Directors (which term shall be deemed to include any sub-committee of the Board) to vary or increase from time to time the remuneration of Mr. Madhukar Mishra (DIN:00096112), Managing Director of the company for his current appointment period i.e 1st July, 2016 to 30th June, 2019 as the Board may deem appropriate provided such variation or increase, as the case may be, is within the remuneration limits as specified under relevant provision(s) of the Companies Act, 2013 and/or as approved by the Central Government or other competent authority, if applicable."

By order of the Board of Directors,

New Delhi

25th May, 2017

Registered Office:

Duncan House, 2nd Floor

31 Netaji Subhas Road

Kolkata – 700 001

CIN:L21011WB1936PLC008726

SAURABH ARORA

Company Secretary

Star Paper Mills Limited

NOTES:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business item Nos. 5-6 are annexed hereto. The relevant details as required under Listing Regulations of person seeking re-appointment as Director under item no. 3 of the Notice is also annexed.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll in his stead. A proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company, such proxy shall not act as a proxy for any other person or shareholder.
3. Proxy Forms duly completed should be deposited either at the Company's Registered Office or at the office of the Registrar and Share Transfer Agents (RTA) not less than FORTY EIGHT (48) hours before commencement of the Meeting.
4. The Register of Members of the Company shall remain closed from 7th September, 2017 to 14th September 2017 both days inclusive.
5. Members desiring any information as regard the Accounts may write to the company at least seven days before the Annual General Meeting so as to enable the management to keep the information ready at the meeting.
6. Pursuant to the provisions of the Companies Act, 2013, all unclaimed dividends upto and including the year ended 31st March, 2009 (18 months) have been transferred to the Investor Education and Protection Fund of the Central Government.
7. Members are further requested to notify/send the following to the Registrar and Share Transfer Agents :
 - i) Intimation of change in address;
 - ii) Particulars of their bank account, in case the same have not been sent earlier;
 - iii) Share certificate(s) held in multiple accounts in individual names or joint names in the same order of names, for consolidation of such shareholdings into one account; and
 - iv) **Members are requested to register their e-mail addresses with Registrar and Share Transfer Agent (RTA) if shares are held in physical mode or with their Depository Participant (DP) if the holding is in electronic mode to receive documents/ notices including Annual Report and other communications in soft mode.**
8. The Notice of AGM along with the Annual Report 2016-17 is being sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e-mail addresses, physical copy are being sent by the permitted mode.
9. In compliance with the provisions of Section 108 and Rules framed there under and the listing agreement, members are provided with the facility to cast their vote electronically, through the 'remote e-voting' services provided by Karvy Computershare Pvt Ltd (KCPL) on all resolutions set forth in this Notice. The facility for voting through Ballot Paper shall also be available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The instructions for 'remote e-voting' are as under:

- (A) In case a Member receives an e-mail from KARVY for AGM Notice and Annual Report [for Members whose email IDs are registered with the Company/Depository Participants (s)]:
 - i) Launch internet browser by typing the URL: <https://www.evoting.karvy.com>.
 - ii) Members can cast their vote online from 9:00 am on 11th Sept., 2017 to 5:00 pm on 13th Sept., 2017.
 - iii) Enter the login credentials (i.e., user-id & password) . In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) You will now reach Password Change menu wherein you are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt to select the 'E-voting Event No.' of Star Paper Mills Ltd.

- viii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x) You may cast your vote by selecting appropriate option and click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else "CANCEL" to modify.
 - xi) Once you 'CONFIRM', you will not be allowed to modify your vote.
 - xii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account
 - xiii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e Thursday, 7th Sept., 2017 may obtain the User ID and password thru email request to evoting@karvy.com or may call Karvy's toll free number -1800-3454-001.

In case of any query or grievance, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact at evoting@karvy.com or toll free number as given above.
 - xiv) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution together with specimen signature of authorised signatory who is authorised to vote to the Scrutinizer through e-mail to debabrata@ddc.org.in with copy to evoting@karvy.com.
- (B) In case Members receiving physical copy of AGM Notice and Annual Report [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:
- (i) E-Voting Event Number (EVEN), User ID and Password are provided in covering letter.
 - (ii) Please follow all steps from Sl. No. (i) to (xiv) above to cast your vote by electronic means.

Others details:

- (i) The voting rights of the Members shall be in proportion to their shares to the paid up capital of the company as on the cut-off date being Thursday, 7th Sept., 2017.
- (ii) Mr. Debabrata Dutt, practicing company secretary (Membership no. FCS-5401) proprietor of M/s D. Dutt & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- (iii) The results declared along with the Scrutinizer Report shall be placed on company's website www.starpapers.com and on KARVY website www.evoting.karvy.com. The result will Simultaneously be communicated to the Stock Exchanges.
- (iv) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 14th Sept., 2017.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

Item No. 5

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the appointment and remuneration of Rs. 0.50 lac plus applicable taxes and out-of-pocket expenses of M/s K.B.Saxena & Associates, Cost Accountants, Lucknow as Cost Auditors to conduct the audit of the cost records of the company for the financial year 2017-18.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit & Risk Management Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors/ KMPs are concerned or interested, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Star Paper Mills Limited

Item No. 6

The members may recall that at 77th Annual General Meeting (AGM) of the company held on 14th Sept., 2016, approval was accorded to the re-appointment of Mr. Madhukar Mishra (DIN: 00096112), as Managing Director of the company for a period of three (3) years with effect from 1st July, 2016 on such terms and conditions including remuneration as given in the Explanatory Statement of 77th AGM Notice. The remuneration of Mr. Mishra as approved was the minimum agreed remuneration irrespective of absence or inadequacy of profits in any financial year during the current of his tenure.

Now it is proposed to authorise the Board of Directors (which term shall be deemed to include any sub-committee of the Board) to vary or increase from time to time the remuneration of Mr. Madhukar Mishra (DIN:00096112), Managing Director of the company for his current appointment period i.e 1st July, 2016 to 30th June, 2019 as the Board may deem appropriate provided such variation or increase, as the case may be, is within the remuneration limits as specified under relevant provision(s) of the Companies Act, 2013 and/or as approved by the Central Government or other competent authority, if applicable. Approval of the members is therefore sought for authorization to the Board as aforesaid.

Except Mr. Madhukar Mishra, none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors/ KMPs are concerned or interested in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Resolution at Item No. 6 to be passed as special resolution.

Details of Directors seeking appointment/ re-appointment (pursuant to Listing Regulation, 2015)

Name	Mr. Shrivardhan Goenka (DIN:00030375)
Date of Birth	9th August, 1975
Date of Appointment	9th September, 2002
Qualifications	B.Com., MBA (USA)
Expertise in specific functional area	General Business Management
Directorship in other companies	i) ISG Traders Ltd. ii) Duncan Tea Ltd. iii) Odyssey Travels Ltd. iv) Stone India Ltd.
Chairmanship/Membership of committees* of other companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Audit Committee: -Duncan Tea Ltd.
Shares held in Star Paper Mills Ltd.	45,500



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ATTENDANCE SLIP

Name of the Member(s):

Address:

Folio No./ Client ID:

I/We hereby record my/our presence at the 78th Annual General Meeting of the company at Kalakunj (Kalmandir Basement), 48 Shakespeare Sarani, Kolkata-700017 on Thursday 14th Sept., 2017 at 11.30 a.m.

Signature of the attending Member/Proxy.....

Notes:-

- i) Please read the instructions to exercise e-voting option given under Notice calling 78th AGM of the company.
- ii) Member/Proxy wish to attend the meeting must handover the Attendance Slip at the entrance duly signed.
- iii) Members are requested to bring their copies of the Annual Report at the Annual General Meeting as no extra copy will be supplied.



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FORM NO. MGT-11 PROXY FORM

Folio No./ Client ID.....

Name of the Member(s).....

Registered Address.....

I/We, being the member (s) of holding shares of the above named company, hereby appoint:-

1. Name.....

Address.....

E- Mail ID.....

SignatureOr failing him.

2. Name.....

Address.....

E- Mail ID.....

SignatureOr failing him.

3. Name.....

Address.....

E- Mail ID.....

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 78th Annual General Meeting of the company to be held on Thursday, 14th Sept., 2017 at 11.30 a.m. at Kalakunj (Kalmamdir Basement), 48 Shakespeare Sarani, Kolkata-700017 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote		
		For	Against	Abstain
ORDINARY BUSINESS-				
1	Adoption of the financial statements and reports thereon for the year ended 31st March, 2017			
2	Declaration of dividend on equity shares			
3	Re-appointment of Mr. Shrivardhan Goenka (DIN 00030375) as a Director			
4	Appointment of M/s Jain Pramod Jain & Co., Chartered Accountants as Auditors of the Company			
SPECIAL BUSINESS-				
5	Approval of remuneration of the cost auditors for FY 2017-18			
6	Authorization to the Board of Directors to vary or increase the remuneration of Mr. Madhukar Mishra (DIN:00096112), Managing Director of the Company			

Signed this.....day of.....2017.

.....
Signature of the Member

Affix Revenue Stamp

.....
Signature of first the Proxy Holder

.....
Signature of second the Proxy Holder

.....
Signature of third the Proxy Holder

Notes:

- This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered office of the Company, not less than 48 hours before the meeting.
- It is optional to indicate your preference. If you leave the for, against or abstained column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
- Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.

