

Star Ferro and Cement Limited

Regd. Office : Vill : Lumshnong, P.O. : Khaliehrat, Dist. : East Jaintia Hills, Meghalaya -793210, Phone : 03655-278215/16/18, Fax : 03655-278217
Email : info@starferrocement.co.in, website : www.starferrocement.co.in, CIN : L27310ML2011PLC008564

15th October, 2015

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla complex, Bandra-East
Mumbai-400 051
Email: cmcl@nse.co.in
Stock code: SFCL

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
Email: corp.relations@bseindia.com
Stock code: 536666

Subject: Proceedings of 5th Annual General Meeting held on 25th September, 2015

Dear Sirs,

Pursuant to the provisions of Clause 31 of Listing Agreement with your Exchanges, we hereby enclose a copy of the proceedings of 5th Annual General Meeting held on 25th September, 2015.

Please take the information on record.

Thanking you,

Yours faithfully,
For Star Ferro and Cement Limited



D. Thakurta
Company Secretary

Encl. as stated



Minutes of the Fifth Annual General Meeting of the Shareholders of Star Ferro and Cement Limited held on Friday, 25th September, 2015 at 10.00 a.m. at "Star Club", Vill. Lumshnong, P.O. Khaliehriat, Dist. East Jantia Hills, Meghalaya - 793 210 and concluded at 11.55 a.m.

Present :

Mr. Sajjan Bhajanka	-	Chairman and Member
Mr. Mangi Lal Jain	-	Director & Member (Chairman of Audit Committee & Nomination and Remuneration Committee)
Mr. Hari Prasad Agarwal	-	Director & Member (Member of Stakeholders Relationship Committee)
Mr. Santanu Ray	-	Director
Mrs. Plistina Dkhar	-	Director & Member

88 members (including 22 representations from Bodies Corporate) were present in person and 29 proxies were present at the meeting.

In attendance:

Mr. Sanjay Kumar Gupta	-	Chief Executive Officer & Member
Mr. Dilip Kumar Agarwal	-	Chief Financial Officer & Member
Mr. Arun Kumar Sharma	-	Partner of Kailash B. Goel & Co., Statutory Auditors
Mr. Niaz Ahmed	-	Scrutinizer and representative of the Secretarial Auditors
Mr. Debabrata Thakurta	-	Company Secretary

Documents available for inspection

The Register of Directors and Key Managerial Personnel (KMP) and their Shareholdings maintained under Section 170 of the Companies Act, 2013 and other Statutory Registers and all other relevant documents were placed at the meeting and remained open for inspection by the members during the meeting.

Chairman of the meeting

Mr. Sajjan Bhajanka, Chairman took the Chair for the Meeting.

The Chairman welcomed all the members present at the meeting and introduced the other Directors, Company Secretary present on the dias.

Quorum

The Chairman announced that the requisite quorum as per Section 103 of the Companies Act, 2013 were present and called the Meeting to order.

Brief of the Chairman's speech

The Chairman made a detailed presentation on the industrial scenario of the Country as well as performance and future prospect of the Company.

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Company Secretary

Business of the meeting

With the permission of the Members present, the Notice convening the meeting, the Audited Accounts and the Director's Report having been already circulated, were taken as read.

With the permission of the Chair, the Secretary read the Auditor's Report and mentioned that Auditor's Report does not contain any qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company.

Members were informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Members were provided Remote e-voting facility through NSDL in respect of all items of business as contained in the notice of the 5th Annual General Meeting for exercising their vote. The e-voting was open on Tuesday, 22nd September, 2015 from 09:00 AM and ended at 5.00 p.m. on Thursday, 24th September, 2015. Mr. Niaz Ahmed, Practising Company Secretary was appointed as Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

Thereafter, the Chairman announced that facility for voting by ballot will be provided to the members present in person and through proxies who have not cast their vote by remote e-voting facility. He further stated that in light with the provisions of Section 108 and 114 of the Companies Act, 2013 read with General Circular No. 20/2014 dated 17th June, 2014 as issued by MCA, voting by show of hands became irrelevant.

Then, the Chairman invited the members to offer their comments or seek clarifications, if any on the Annual Report and Annual Accounts and the members were requested to be brief in their observations and announce their name.

The members present expressed their satisfaction and raised few queries on performance, future prospect and financials of the Company. Thereafter, the Chairman replied to their queries with satisfaction. Then the Chairman thanked the members for their interest in the Company.

Then, the Chairman read the Resolutions as follows :

ORDINARY BUSINESS

Resolution No. 1

Ordinary Resolution

Consideration and Adoption of Audited Financial Statements (including audited consolidated financial statement) for the financial year ended 31st March, 2015 and the Reports of Board of Directors and Auditors thereon.

Proposed by : Mr. Sanjay Kumar Gupta

Seconded by : Mr. Deepak Panda

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Company Secretary

"RESOLVED that the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2015 and the Reports of Board of Directors and Auditors thereon be and are hereby approved and adopted."

Resolution No. 2

Ordinary Resolution

Appointment of Mr. Hari Prasad Agarwal (DIN 00266005) as a Director of the Company, who liable to retire by rotation and being eligible, offers himself for re-appointment.

Proposed by : Mr. Dilip Kumar Agarwal

Seconded by : Mr. Ashish Mondal

"RESOLVED that Mr. Hari Prasad Agarwal (DIN 00266005) who retires from the Board by rotation and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation."

Resolution No. 3

Ordinary Resolution

Re-appointment of M/s. Kailash B. Goel & Co. Chartered Accountants as Statutory Auditors of the Company and authorize Board to fix their remuneration.

Proposed by : Mr. Devender Kumar Bansal

Seconded by : Mr. Vishal Agarwal

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Kailash B. Goel & Co., Chartered Accountants (Firm Registration No. 322460E), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Voting through ballot

The Chairman informed the members present at the meeting, that the members present who could not avail remote e-voting option, can cast their vote through ballot and announced that Mr. Niaz Ahmed, Scrutinizer to scrutinise the poll proceedings in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Scrutinizer showed empty ballot box to the members and locked the same in the presence of members.

However, shareholders present at the meeting have already exercised Remote e-voting option therefore, none of the shareholders were eligible to cast their vote through 'Ballot'.

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The Chairman announced that the results of Remote e-voting shall be displayed on the Company's web site as well as its Registered office within 3 days from the conclusion of the Annual General Meeting and the same would also be communicated to the Stock Exchanges where the shares of the Company are listed and also to NSDL.

The Chairman thereafter thanked the Members for their active participation, continuous support and encouragement over the years. The business of the 5th Annual General Meeting having been completed as per the Agenda, the Chairman declared the meeting as concluded.

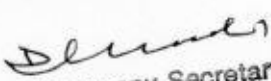
A hearty vote of thanks to the Chair was carried with acclamation.

Sd/-

CHAIRMAN

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Declaration of result of Remote e-voting at the meeting

The Scrutinizer's Report dated 25th September, 2015 as submitted by Mr. Niaz Ahmed, Practising Company Secretary, containing the results of Remote e-voting was presented by the Scrutinizer to the Chairman on 25th September, 2015 after conclusion of the Annual General Meeting, in terms of which all resolutions as set out in the notice convening the 5th Annual General Meeting were duly approved by the members with requisite majority. The results were declared by the Chairman on 25th September, 2015 and immediately displayed on the Company's web site as well as Registered office of the Company and the same also communicated to the Stock Exchanges where the shares of the Company are listed and also to NSDL.

The results as per the Scrutinizers on the Remote e-voting were as under :

Resolution 1: Ordinary Resolution

Consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2015 and the Reports of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	180	Nil	180
No. of Votes cast by them	165815524	Nil	165815524
% of total no. of valid vote cast	99.99%	Nil	99.99%

(ii) Voted **against** the resolution:

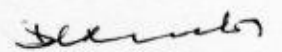
	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	Nil	4
No. of Votes cast by them	2252	Nil	2252
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

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Resolution 2: Ordinary Resolution

Re-appointment of Mr. Hari Prasad Agarwal (DIN: 00266005) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	169	Nil	169
No. of Votes cast by them	149361395	Nil	149361395
% of total no. of valid vote cast	99.99%	Nil	99.99%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	8	Nil	8
No. of Votes cast by them	2476	Nil	2476
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 3: Ordinary Resolution

Re-appointment of Statutory Auditors and fixation their remuneration and in this regard, to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Kailash B. Goel & Co., Chartered Accountants (Firm Registration No.322460E), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of

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the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

(i) Voted in **favour** of the resolution:

	Voting by Remote e- voting	Voting by Ballot Paper	Total
Number of Members voted	175	Nil	175
No. of Votes cast by them	165814920	Nil	165814920
% of total no. of valid vote cast	99.99%	Nil	99.99%

(ii) Voted **against** the resolution:

	Voting by Remote e- voting	Voting by Ballot Paper	Total
Number of Members voted	9	Nil	9
No. of Votes cast by them	2856	Nil	2856
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid** Votes:

	Voting by Remote e- voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Sd/-

CHAIRMAN

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Company Secretary