

STAR FERRO AND CEMENT LIMITED

CIN: L27310ML2011PLC008564

Regd. Office: Vill.: Lumshnong, PO: Khaliehriat, Dist.: East Jantia Hills, Meghalaya – 793210

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**ADDENDUM TO THE NOTICE DATED 16TH JULY, 2014 OF ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON SATURDAY, 20TH SEPTEMBER, 2014 AT 11:00 AM AT 'STAR CLUB', VILL: LUMSHNONG, P.O. KHALIEHRIAT, DIST: EAST JAINTIA HILLS, MEGHALAYA- 793210**

**Item no. 12.**

**Increase in limits of investments in other bodies corporate under section 186 of the Companies Act, 2013**

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 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, upto a sum of ₹ 70 crore (Rupees Seventy crores) notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction."

**EXPLANATORY STATEMENT**

**ADDENDUM TO THE EXPLANATORY STATEMENT DATED 16TH JULY, 2014 OF ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON SATURDAY, 20TH SEPTEMBER, 2014**

As per requirement of Section 186 of the Companies Act, 2013, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

As a part of corporate policy your Company has to make strategic and other investment in securities of other bodies corporate from time to time. The investment(s) are made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules thereunder. The investments are proposed to be made out of own/surplus/internal accruals and or any other sources including borrowings, of necessary, to achieve long term strategic and business objectives.

None of the Directors, Key management Personnel and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at item no. 12 of the Notice.

None of the Promoters, directors and their relatives are interested in the resolution except to the extent of their shareholdings in the company.

By order of the Board  
For **Star Ferro and Cement Limited**  
sd/-

Ravi Prakash Mundhra  
Company Secretary

Dated: 16<sup>th</sup> July, 2014  
Place : Kolkata