

# STAR CEMENT LIMITED

(Formerly CEMENT MANUFACTURING COMPANY LTD)

Date: - 21<sup>st</sup> June, 2019

**The Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra Kurla Complex, Bandra-East  
Mumbai-400 051  
Stock code: STARCEMENT**

**BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001  
Stock code: 540575**

Dear Sir(s),

**Subject: Certified true copy of the Resolution passed at the meeting of the Board of Directors of Star Cement Limited held on 21<sup>st</sup> June, 2019 approving the Buy- Back upto 68,00,000 fully paid-up Equity Shares of Face Value of Re.1/- each through Tender Offer route using Stock Exchange mechanism at a price of Rs.150/- per Equity Share**

This is to inform you that the Board of Directors of the Company at its meeting held on 21<sup>st</sup> June 2019, has approved a proposal to Buy- Back upto 68,00,000 fully paid- up Equity Shares of Face Value of Re.1/- each of the Company (representing 1.62% of the total Equity Capital) from all the Equity shareholders of the Company on a proportionate basis through the "Tender Offer" route using the Stock Exchange Mechanism as prescribed under the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018 ("the Buy Back Regulations") as amended, at a price of Rs.150/- (Rupees one hundred fifty only) per share payable in cash for an aggregate consideration not exceeding Rs.1,02,00,00,000 (Rupees One Hundred and Two Crores Only) (excluding Company's transaction cost such as Brokerage, Securities Transaction Tax, GST, Stamp duty etc.) representing 9.76% of the aggregate of the paid up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019.

The Buy- Back size also does not include any expenses that may be incurred for the purpose of Buy Back which includes filing fees, advisory fees, public announcement expenses, printing & dispatch expenses and other incidental and related expenses.

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**Durgapur Office:** C/O - Ma Chandi Durga Cements Ltd., Bamunara Industrial Area, P.O.- Bamunara, P.S.- Kanksha, Dist. Burdwan, West Bengal - 713 212  
**Siliguri Office:** MLA House, 3<sup>rd</sup> Floor, above Reliance Trend Showroom, Sevok Road, Siliguri - 734 001, Ph: 0353-2643611/12

**AN ISO 9001, ISO 14001 & OHSAS 18001 CERTIFIED COMPANY**

**CIN NO. L26942ML2001PLC006663**

**STAR CEMENT LIMITED**  
(Formerly CEMENT MANUFACTURING COMPANY LTD)

We are enclosing herewith a certified copy of the Board Resolution passed at the meeting of the Board of Directors of the Company held on 21<sup>st</sup> June, 2019 in compliance with the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018 as amended.

Thanking you,

**Yours Faithfully**  
**For Star Cement Limited**

21-06-2019

X

Debabrata Thakurta  
Company Secretary  
Signed by: DEBABRATA THAKURTA

**Debabrata Thakurta**  
**(Company Secretary)**



Encl. as stated

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EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON FRIDAY, 21<sup>ST</sup> JUNE, 2019 AT KOLKATA

## BUYBACK OF EQUITY SHARES

"RESOLVED THAT pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended (the "**Companies Act**"), and in accordance with Article 32 of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**") to the extent applicable and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "**Buy-back Regulations**") and any Statutory modification(s) or re-enactment thereof, for the time being in force and subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Assam, Meghalaya and other North Eastern States ("**ROC**") and/ or other authorities, institutions or bodies (the "**Appropriate Authorities**"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "**Board**" which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy back by the Company of its fully paid-up equity shares of face value of ₹1 each upto 68,00,000 (Sixty Eight Lacs only) number of Equity Shares (representing 1.62% of the present total number of equity shares in the paid-up equity share capital of the Company) at a price of ₹150 (Rupees One Hundred Fifty Only) per equity share (the "Buy Back Offer Price") payable in cash for an aggregate consideration not exceeding ₹1,02,00,00,000 (Rupees One Hundred and Two Crores Only) (excluding Company's transaction cost such as Brokerage, Securities Transaction Tax, GST, Stamp duty etc.) (the "**Buy-back Offer Size**") being 9.76%, which is not exceeding 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the standalone audited accounts of the Company for the Financial year ended 31<sup>st</sup> March, 2019 from the Equity shareholders of the Company, as on the record date, on a proportionate basis, through the **Tender Offer** route as prescribed under the Buy-back Regulations;

**RESOLVED FURTHER THAT** 05<sup>th</sup> July, 2019 shall be the 'Record Date' for the purposes of the Buy-back ("**Record Date**");

**RESOLVED FURTHER THAT** all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buy-back;

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**RESOLVED FURTHER THAT** 'BSE Limited' be and hereby appointed as the 'Designated Stock Exchange' for the purpose of Buy-back;

**RESOLVED FURTHER THAT** the Company do implement the Buy-back using the "Mechanism for acquisition of shares through Stock Exchange", to the extent legally permissible as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any further amendments thereof;

**RESOLVED FURTHER THAT** the Buy-back would be subject to maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") as amended;

**RESOLVED FURTHER THAT** such Buy-back be made out of the Company's internal accruals as may be permitted by law through "Tender Offer" route and as required by the Buy-back Regulations and the Companies Act, the Company may buy-back equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided **15% (fifteen per cent)** of the number of equity shares which the Company proposes to buy-back or number of equity shares entitlement as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buy-back Regulations;

**RESOLVED FURTHER THAT** the Company has complied and shall continue to comply with, Section 70 of the Companies Act, 2013 wherein:

- a) It shall not directly or indirectly purchase its own shares:
  - (i) through any subsidiary company including its own subsidiary companies; or
  - (ii) through any investment company or group of investment companies; or
- b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years;

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- c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** confirmation is hereby made by the Board of Directors that:

- a) all equity shares of the Company are fully paid up;
- b) the Company has not undertaken a buy-back of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- c) the Company shall not issue and allot any shares or other specified securities including by way of bonus, till the date of closure of this Buyback;
- d) the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations;
- e) the Company shall not buyback locked-in Equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable;
- f) the Company shall not buy-back its equity shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- g) that the aggregate consideration for Buy-back not exceeding ₹1,02,00,00,000 (Rupees One Hundred and Two Crores Only) does not exceed 10% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest standalone audited accounts of the Company for the Financial year ended 31<sup>st</sup> March, 2019 (the last audited financial statements available as on the date of the Board meeting);
- h) that the maximum number of equity shares proposed to be purchased under the Buy-back i.e., 68,00,000 (Sixty Eight Lacs only) equity shares, does not exceed 10% of the total present number of equity shares in the paid-up share capital of the company;
- i) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buy-back as prescribed under the Companies Act, 2013 and rules made thereunder;
- j) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date before any National Company Law Tribunal (NCLT) or Appropriate Authority.

**RESOLVED FURTHER THAT** as required by Clause (x) of Schedule I under Regulation 5(iv)(b) of the Buy-back Regulations, the Board hereby confirms that the Board of Directors have made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board of Directors has formed an opinion that:

- a) immediately, following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;

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- b) as regards the Company's prospects for the year immediately following the date of this meeting, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting;
- c) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of The Companies Act, 2013 and/or the Insolvency and Bankruptcy Code, 2016 (as amended) as the case may be, including prospective and contingent liabilities; and
- d) the debt equity ratio of the Company after Buy Back will be within the limit of 2:1 as prescribed under the Act.

**RESOLVED FURTHER THAT** the proposed Buy-back be implemented from the existing shareholders including the Promoter(s)/Promoter Group of the Company as have been disclosed under the shareholding pattern filings made by the Company under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended ("SEBI Takeover Regulations") as the Board may consider appropriate, from out of its internal accruals of the Company and by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board / Buy-back Committee may decide from time to time, and in the absolute discretion of the Board / the Buy-back Committee, as it may deem fit;

**RESOLVED FURTHER THAT** Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buy-back;

**RESOLVED FURTHER THAT** the Company shall not Buy-back the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable;

**RESOLVED FURTHER THAT** the draft of the 'Declaration of Solvency' along with the annexures including the Statement of Assets and Liabilities as at 31<sup>st</sup> March, 2019, prepared in the prescribed form and supporting Affidavit and other documents in terms of Section 68(6) of the Companies Act and Regulation 8 of the Buyback Regulations, the draft of which as placed before the meeting and Mr. Sajjan Bhajanka, Chairman & Managing Director and Mr. Sanjay Agarwal, Managing Director of the Company be and are hereby authorized to finalize and sign

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the same for and on behalf of the Board of Directors and file the same with the Registrar of Companies, Stock Exchanges and SEBI in accordance with applicable laws;

**RESOLVED FURTHER THAT** the Buy-back from shareholders who are persons resident outside India including the Foreign Institutional Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 (as amended) and the rules and regulations framed there under, if any;

**RESOLVED FURTHER THAT** as per the provisions of Section 68(8) of the Companies Act, 2013, the Company will not issue same kind of shares or other specified securities within a period of 6 months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

**RESOLVED FURTHER THAT** no information/ material likely to have a bearing on the decision of the investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and Buy-back Regulations;

**RESOLVED FURTHER THAT** the buy-back is being proposed keeping in desire to enhance overall shareholders value and the buyback would lead to decrease in number of equity shares;

**RESOLVED FURTHER THAT** the approval of Board for appointment of intermediaries such as Manager to the Offer i.e., Narnolia Financial Advisors Limited, Registrar to the Offer i.e., Maheshwari Datamatics Private Limited and Company's Broker to the Offer i.e., Narnolia Financial Advisors Limited be and is hereby accorded;

**RESOLVED FURTHER THAT** a Committee be constituted ("Buy-back Committee") comprising of Mr. Sajjan Bhajanka, Chairman and Managing Director, Mr. Sanjay Agarwal, Managing Director and Mr. Mangilal Jain, Independent Director and that Mr. Debabrata Thakurta, Company Secretary shall act as the Secretary to the Buy-back Committee. Further, the Buy-back Committee is hereby authorized, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in the best interests of the shareholders, including but not limited to:

- a) finalizing the terms of buyback like the mechanism for the buy-back, record date, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buy-back, the timeframe for completion of the buy-back;

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- b) to enter into escrow arrangements as may be required in terms of the Buy-back Regulations;
- c) opening, operation and closure of all necessary accounts, including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts and take all such necessary actions as may be required to get the Bank Guarantee issued from any Commercial Bank;
- d) preparation, signing and filing of public announcement, the draft letter of offer/ letter of offer with the SEBI, ROC, the Stock Exchanges and other Appropriate Authority;
- e) making all applications to the Appropriate Authorities for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
- f) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;
- g) appoint any intermediaries / agencies / persons as may be required for the purposes of the Buyback and decide and settle the remuneration for all such intermediaries/ agencies/persons, including the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- h) to affix the Common Seal of the Company wherever required on relevant documents required to be executed for the Buy-back of shares in accordance with the provisions of the Articles of Association of the Company;
- i) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buy-back and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback, to the SEBI, RBI, ROC, Stock Exchanges, Depositories and/or other Appropriate Authorities;
- j) obtaining all necessary certificates and reports from Statutory Auditors and other third parties as required under applicable law;
- k) dealing with Stock Exchanges (including their clearing corporations), where the shares of the Company are listed and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementation of the Buy-back using "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016;
- l) to delegate all or any of the authorities conferred on them to any Director(s)/ Office(s)/Authorized Signatory (ies)/ Representative (ies) of the Company;
- m) to give such directions, clarifications as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buy-back;

STAR CEMENT LIMITED

**STARCEMENT**  
Solid Setting

  
COMPANY SECRETARY

**Regd. Office & Works** : Lumshnong, P.O. - Khaliehriat, Dist.- East Jaintia Hills, Meghalaya - 793 210, Ph: 03655-278215/16/18, Fax: 03655-278217, e-mail: lumshnong@starcement.co.in  
**Works** : Gopinath Bordoloi Road, Village - Chamatapathar, Distract - Kamrup (M), Guwahati - 782 402, Assam, e-mail: ggu@starcement.co.in  
**Guwahati Office** : Mayur Garden, 2nd Floor, Opp. Rajiv Bhawan, G.S. Road, Guwahati - 781 005, Assam, Ph: 0361-2462215/16, Fax: 0361- 2462217, e-mail: guwahati@starcement.co.in  
**Delhi Office**: 281, Deepali, Pitampura, Delhi-110 034, Ph: 011 - 2703 3821/22/27, Fax: 011 - 2703 3824, e-mail: delhi@starcement.co.in  
**Kolkata Office** : 3, Alipore Road, Satyam Tower, 1st Floor, Unit No. 9B, Kolkata - 700 027, Ph: 033-2448 4169/4170, Fax: 033-2448 4168, e-mail: Kolkata@starcement.co.in  
**Durgapur Office** : C/o - Ma Chandi Durga Cements Ltd., Bamunara Industrial Area, P.O. - Bamunara, P.S. - Kanksha, Dist. Burdwan, West Bengal - 713 212  
**Siliguri Office** : MLA House, 3rd Floor , above Reliance Trend Showroom, Sevok Road, Siliguri - 734 001, Ph: 0353-2643611/12

**AN ISO 9001, ISO 14001 & OHSAS 18001 CERTIFIED COMPANY**

CIN NO. L26942ML2001PLC006663



# STAR CEMENT LIMITED

(Formerly CEMENT MANUFACTURING COMPANY LTD)

- n) to settle and resolve any queries or difficulties raised by SEBI, Stock Exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buy-back;

**RESOLVED FURTHER THAT** the quorum for any meeting of the Buy-back Committee for implementing the Buy-back shall be any two Directors;


**RESOLVED FURTHER THAT** in terms of Regulation 24(ii) of the Buy-back Regulations, Mr. Debabrata Thakurta, Company Secretary be and is hereby appointed as the Compliance Officer for the purpose of Buy-back;

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buy-back Committee to buy-back any shares and / or impair any power of the Company or the Board or the Buy-back Committee to terminate any process in relation to such buyback, if so permissible by Laws;

**RESOLVED FURTHER THAT** the Company do maintain a register of securities bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register;

**RESOLVED FURTHER THAT** any of the Directors of the Company and /or the Company Secretary for the time being be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies, Assam, Meghalaya and other North Eastern States and other regulatory authorities as may be required under the Companies Act and the Buy-back Regulations and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions."

**Certified to be true copy  
For Star Cement Limited**

  
**Debabrata Thakurta  
Company Secretary  
Membership No. F6554**

**STAR CEMENT**  
*Solid Setting*

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