

STAR CEMENT LIMITED

(Formerly CEMENT MANUFACTURING COMPANY LTD)

22nd November, 2019

To,
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),

Re: Extinguishment of equity shares in connection with Buyback of 68,00,000 equity shares of Re. 1/- each of Star Cement Limited

In accordance with the provisions of Regulation 11 and 24(iv) of the SEBI (Buyback of Securities) Regulations, 2018 (Buyback Regulations), we would like to inform that the Company has extinguished 68,00,000 fully paid up equity shares of Re. 1/- each in dematerialized form consequent to conclusion of Buyback of 68,00,000 equity shares of the Company.

Further to the above, the paid-up share capital of the Company, post buyback, is 41,24,28,997 equity shares of Re. 1/- each.

We enclose the following in connection with the above:

1. Pre and Post Buyback Shareholding Pattern (Annexure A);
2. Debit confirmation from National Securities Depository Limited and Central Depository Services (India) Limited ; and
3. Certified true copy of the certificate dated 20th November, 2019 relating to the extinguishment/destruction of above equity shares in accordance with the provisions of regulation 11(iii) of the Buyback Regulations;
4. Certified true copy of the Statutory Auditor's Report dated 20th November, 2019 in respect of extinguishment of equity shares of the Company

STARCEMENT
Solid Setting

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, District - 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 Towers, 1st Floor, Unit No. 9B, Kolkata - 700 027, Ph: 033-2448 4169/4170, 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)

We request you to take the above on record and accordingly revise the listed capital with the stock exchanges.

Further, we would like to confirm that the above extinguishment has been done as per the provisions of the Buyback Regulations.

Thanking you,

Yours faithfully
For Star Cement Limited

22-11-2019

X

Debabrata Thakurta
Company Secretary
Signed by: DEBABRATA THAKURTA

Debabrata Thakurta
(Company Secretary)



Encl: As stated

STAR CEMENT
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Annexure "A"

Particulars	Pre-Buyback		Post-Buyback	
	No. of equity shares	% of existing equity share capital	No. of equity shares	% of Post-Buyback equity share capital
Promoters and persons acting in Concert (Collectively "the Promoters")	28,48,39,006	67.94%	28,08,94,253	68.11%
Foreign Investors (Including Non Resident Indians, FIs and Foreign Mutual Funds)	49,50,499	1.18%	49,03,048	1.19%
Financial Institutions/ Banks & Mutual Funds promoted by Banks/ Institutions	3,86,39,697	9.22%	3,79,90,287	9.21%
Others (Public, Public Bodies Corporate etc.)	9,07,99,795	21.66%	8,86,41,409	21.49%
Total	41,92,28,997	100.00%	41,24,28,997	100.00%

STAR CEMENT LIMITED

[Signature]
COMPANY SECRETARY

STAR CEMENT
Solid Setting

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Siliguri Office : Village - Kartowa, P.O. – Mohanvita, District – Jalpaiguri, West Bengal – 735 135/ Top Plaza, 3rd Floor, Near City Plaza, Sevoke Road, Siliguri -734 001, Ph: 0353-2643611/12

AN ISO 9001, ISO 14001 & OHSAS 18001 CERTIFIED COMPANY

CIN NO. L26942ML2001PLC006663

National Securities Depository Limited



Ref: II/CA/COM/55860/2019

November 20, 2019

The Company Secretary
STAR CEMENT LIMITED
Satyam Tower
3 Alipore Road
1st Floor, Unit No 9B
Calcutta - 700 027

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Maheshwari Datamatics Private Limited , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE460H01021	STAR CEMENT LIMITED EQ NEW FV RE. 1/-	Debit	1	6,800,000.000	20/Nov/2019

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Assistant Vice President

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STAR CEMENT LIMITED


COMPANY SECRETARY

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date: 20/11/2019 12:51:37
Reason: Authentication
Location: NSDL, Mumbai

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India
Tel.: 91-22-2499 4200 | Fax: 91-22-2497 6351 | CIN-U74120MH2012PLC230380 | Email: info@nsdl.co.in | Web: www.nsdl.co.in



Central Depository Services (India) Limited



CDSL/OPS/AT/2019-20/18426

21-Nov-2019

The Company Secretary
Star Cement Limited
Satam Towers
3, Alipore Road
Kolkata - 700 027.

Dear Sir,

Sub: Buyback of Equity Shares (ISIN INE460H01021).

With reference to the captioned subject, this is to inform you that we have noted that the company has bought back 6800000 Equity Shares. The Capital of the company after this buyback as recorded with CDSL is Rs.41,24,28,997/-. (412428997 Equity Shares of Rs.1/- each)

If you require any clarifications in this regard please feel free to call the undersigned on 022-2305 8680 or Mr. Arzaan Tarapore on 022-2305 8608 or email at arzaant@cdslindia.com

Thanking you.

Yours sincerely,
For Central Depository Services (India) Limited

Gulzar Husein
Thanawala

Digitally signed by Gulzar Husein Thanawala
DN: cn=Gulzar Husein Thanawala, o=IN,
st=Maharashtra, ou=CENTRAL DEPOSITORY
SERVICES (INDIA) LIMITED,
serialNumber=377c560c991bc153747324744
190180004507da9023045f1e12e13
Date: 2019.11.22 16:59:24 +05'30'

**Gulzar Thanawala
Manager – Operations**

**Cc to: The General Manager – Listing – BSE.
The Asst. Vice President – Listing – NSE.**

Certified to be True Copy

STAR CEMENT LIMITED

(Signature)
COMPANY SECRETARY

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY STAR CEMENT LIMITED ("THE COMPANY")

This Certificate is being issued in compliance with the requirement of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

Pursuant to the Public Announcement dated June 21, 2019 and the Letter of Offer dated October 10, 2019, the Company bought back 68,00,000 Equity Shares of Re.1/- each fully paid up from its shareholders holding shares as on July 05, 2019 i.e., Record Date, through Tender Offer method at a price of Rs.150/- per Equity Share. The tendering period opened on October 22, 2019 and closed on November 05, 2019.

The following are the details of Equity Shares accepted under the Buy-Back offer made by the Company and consequently extinguished:

A. SHARES IN DEMATERIALIZED FORM

Name of the Depository	DP Name and DP ID	Company's A/c. No.	Date of Extinguishment	Number of Equity Shares Extinguished
National Securities Depository Limited (NSDL)	Narnolia Financial Advisors Limited [IN302978]	10557564	November 20, 2019	68,00,000

B. SHARES IN PHYSICAL FORM

Registered Folio No.	Certificate No.	Distinctive Number of Equity Shares (From)	Distinctive Number of Equity Shares (To)	Date of Extinguishment	Number of Equity Shares Extinguished
NIL					

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B): 68,00,000

It is certified that above Equity Shares of the Company were extinguished in compliance with and according to the provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and the Bye Laws framed thereunder.

<p>For Star Cement Limited</p> <p><i>Sajjan Bhajanka</i></p> <p>Sajjan Bhajanka Chairman & Managing Director DIN: 00246043</p> 	<p>For Star Cement Limited</p> <p><i>Sanjay Agarwal</i></p> <p>Sanjay Agarwal Managing Director DIN: 00246132</p> 
<p>For D.K. Chhajjer & Co. Chartered Accountants (Firm's Registration No. 304138E)</p> <p><i>Tapan K Mukhopadhyay</i></p> <p>Tapan K Mukhopadhyay Partner (Membership No. 017483)</p> 	<p>For Maheshwari Datamatics Private Limited</p> <p><i>S. Rajagopal</i></p> <p>S. Rajagopal Authorised Signatory</p> 

Date: November 20, 2019
Place: Kolkata

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STAR CEMENT LIMITED

[Signature]
COMPANY SECRETARY

To,
The Board of Directors
Star Cement Limited
Village: Lumshnong, P.O. Khaliehriat
Dist. East Jaintia Hills, Meghalaya-793 210

Statutory Auditors Report in respect of extinguishment of equity shares of Star Cement Limited (Formerly Cement Manufacturing Company Limited) ("the Company") which were bought back

1. For the purpose of issuing this certificate, we have verified the particulars contained in the attached Certificate of Extinguishment of Equity Shares bought back by Star Cement Limited ("the Statement"), prepared by the Company and confirmed by the Company's Registrar and Transfer Agent - Maheshwari Datamatics Private Limited to be submitted pursuant to the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (hereinafter referred to as 'the SEBI Buyback Regulations'). We have initialed the Statement for identification purpose only.
2. We are informed by the Company that 68,00,000 equity shares of Re. 1/- each have been bought back during the period 22nd October, 2019 to 5th November, 2019.
3. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate with respect to extinguishment of the above equity shares for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").


Management's Responsibility for the Statement

4. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement.
5. The Management is responsible for extinguishment / cancellation of shares bought back through tender offer for the period 22nd October, 2019 to 5th November, 2019 as set out in the Statement.
6. The Management is also responsible for ensuring extinguishment/ cancellation of shares and that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act, 2013 in relation to buyback of equity shares and for providing all the information to the Securities Exchange Board of India.

Auditors Responsibility

7. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents obtained and maintained by the Company and furnished to us for the purpose and ensuring that the extinguishment of equity shares is in compliance with the Regulations.



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COMPANY SECRETARY

8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
- Verified the share extinguishment confirmation received by the Company from National Securities Depository Limited (NSDL) with respect to the shares held in dematerialised form which were bought back;
 - Examined the report from the share transfer agent on the specific shares bought back;
 - Obtained appropriate representations from the management of the Company.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ('the Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

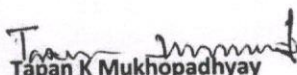
Opinion

11. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we report that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and the extinguishment is in compliance and in accordance with the provisions of the Regulations.

Restriction on use

12. This Certificate is issued in connection with the extinguishment of equity shares bought back in accordance with the SEBI Buyback Regulations and should not be used for any other purpose without our prior written consent.

For D.K. Chhajer & Co.
Chartered Accountants
Firm Registration No. 304138E


Tapan K Mukhopadhyay
Partner
Membership No. 017483
UDIN No.- 19017483AAAABZ9719

Place: Kolkata
Date: 20th November 2019



Certified to be True Copy


STAR CEMENT LIMITED
COMPANY SECRETARY