

STAR CEMENT LIMITED
(Formerly CEMENT MANUFACTURING COMPANY LTD)

Date:- 13.04.2019

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),

Sub: Regulation 27(2): Compliance Report on Corporate Governance

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance report on Corporate Governance for the Quarter ended 31st March, 2019.

Annexure I -For the Quarter ended 31st March, 2019.

Annexure II -For the Quarter ended 31st March, 2019.

This is for your information and record.

Thanking you,
For Star Cement Limited



X

Debabrata Thakurta
Company Secretary
Signed by: DEBABRATA THAKURTA

Debabrata Thakurta
(Company Secretary)

Encl. As stated

STAR CEMENT
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
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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, 3rd Floor, above Reliance Trend Showroom, Sevak Road, Siliguri - 734 001, Ph: 0353-2643611/12

AN ISO 9001, ISO 14001 & OHSAS 18001 CERTIFIED COMPANY

CIN NO. L26942ML2001PLC006663

Quarterly Compliance report on Corporate Governance

Name of Listed Entity
Quarter ending

STAR CEMENT LIMITED
March 31, 2019

I Composition of Board of Directors								
Title (Mr./ Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson /Executive/Non - Executive/Independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure (in months) *	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholders' Relationship Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	SAJJAN BHAIJANKA	PAN :ACAPB0486F DIN :00246043	Chairperson - Executive	01-04-2012	NA	0	4	0
Mr	SANJAY AGARWAL	PAN :ADDDPA5363J DIN :00246132	Executive	01-04-2012	NA	1	1	0
Mr	RAJENDRA CHAMARIA	PAN :ABPPC5410Q DIN :00246171	Executive	01-04-2012	NA	0	0	0
Mr	PANKAJ KEJRIWAL	PAN :AFTPK9055K DIN :00383635	Non Executive - Non Independent	01-04-2014	NA	0	0	0
Mr	PREM KUMAR BHAIJANKA	PAN :ACAPB4176A DIN :00591512	Non Executive - Non Independent	01-04-2014	NA	0	0	0
Mr	PRAMOD KUMAR SHAH	PAN :ALUPS6697N DIN :00343256	Non Executive - Independent	13-11-2017	17	3	5	1
Mr	MANGILAL JAIN	PAN :ACXPJ3713C DIN :00353075	Non Executive - Independent	10-09-2014	55	3	7	4
Mr	SANTANU RAY	PAN :AFMPR5579N DIN :00642736	Non Executive - Independent	08-04-2017	24	5	7	2
Mrs	PLISTINA DKHAR	PAN :AKVPD5582F DIN :01375361	Non Executive - Independent	08-04-2017	24	2	0	0
Mrs	IBARIDOR KATHERINE WAR	PAN :AAXPW4437E DIN :03107920	Non Executive - Independent	08-04-2017	24	1	0	0

§ PAN number of any Director would not be displayed on the website of Stock Exchange.

& Category of Directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



II

Composition of Committees		
Name of the Committee	Name of the Committee members	Category(Chairperson/Executive/Non-Executive/Independent/Nominee)&
Audit Committee	Mr. Mangilal Jain	Chairperson -Non Executive-Independent
	Mr. Pramod Kumar Shah	Non Executive - Independent
	Mr. Sajjan Bhajanka	Executive
Nomination & Remuneration Committee	Mr. Mangilal Jain	Chairperson - Non Executive -Independent
	Mr. Prem Kumar Bhajanka	Non Executive
	Mr. Pramod Kumar Shah	Non Executive - Independent
Risk Management Committee	Not Applicable	
Stakeholder Relationship Committee	Mr. Mangilal Jain	Chairperson - Non Executive - Independent
	Mr. Sajjan Bhajanka	Executive
	Mr. Sanjay Agarwal	Executive

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III

Meeting of the Board of Directors		
Date of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting in number of days
12-11-2018	04-02-2019	83



IV

Meeting of Committees			
Dates of meeting of the Committee in the relevant quarter	Whether the requirement of quorum met (details)	Date (s) of the meeting of the Committee in the previous quarter	Maximum gaps between any two consecutive meetings in number of days*
Audit Committee			
04-02-2019	Yes - All 3 members present	12-11-2018	83
Stakeholder Relationship Committee			
31-01-2019	Yes - All 3 members present	30-10-2018	-
18-02-2019	Yes - All 3 members present	27-11-2018	-
30-03-2019	Yes. Out of 3 members, 2 were present	17-12-2018	-
Nomination and Remuneration Committee			
04-02-2019	Yes - All 3 members present	Nil	-

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V

Related Party Transactions	Compliance status
Subject	
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.



VI Affirmations

- 1 The Composition of the Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholder Relationship Committee
 - d. Risk Management Committee - Not Applicable
- 3 The Committee members have been aware of their powers, role, and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- 4 The meetings of the Board of Directors and the above committee have been conducted in the manner as specified in SEBI manner as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- 5 This report will be placed before the Board of Directors in the ensuing Board meeting.

Name & Designation

**Company Secretary / Compliance Officer / Managing Director /
CEO**

Date

Debabrata Thakurta ★
Company Secretary

13-04-2019

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status</i> (Yes/No/NA) <small>refer note below</small>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of Board of Directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to Non-Executive Directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
Email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i> (Yes/No/NA) <small>refer note below</small>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of Directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	YES
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of Independent Directors	25(3) & (4)	YES
Familiarization of Independent Directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	YES




Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation
Company Secretary / Compliance Officer / Managing Director / CEO


Debabrata Thakurta
Company Secretary & Compliance Officer

