

STAR CEMENT LIMITED
(Formerly CEMENT MANUFACTURING COMPANY LTD)

Date: - 16.04.2022

To,
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla complex, Bandra-East
Mumbai-400051
Stock code: STARCEMENT

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
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, 2022.

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)

16-04-2022



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
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

Quarterly Compliance report on Corporate Governance

Annexure - I

Name of Listed Entity
Quarter ending

STAR CEMENT LIMITED
March 31, 2022

| I | | | | | | | | | | | | |
|-----------------------------------|------------------------|----------------------------------|--|---------------|---|------------------------------------|--|---------------------|---|--|---|--|
| Composition of Board of Directors | | | | | | | | | | | | |
| Title (Mr./Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson /Executive/Non - Executive/Independent/Nominee)& | Date of Birth | Whether Special Resolution passed? (Refer Regulation 17(1A) of Listing Regulations) | Date of Passing Special Resolution | Date of Appointment in the current term/ cessation | Tenure (in months)* | No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No. of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 | 03-06-1952 | NA | NA | 01-04-2021 | NA | 2 | 0 | 4 | 0 |
| Mr | SANJAY AGARWAL | PAN :ADDP5363J DIN :00246132 | Executive | 06-04-1961 | NA | NA | 01-04-2021 | NA | 2 | 0 | 1 | 0 |
| Mr | RAJENDRA CHAMARIA | PAN :ABPPC5410Q DIN :00246171 | Executive | 16-03-1958 | NA | NA | 01-04-2021 | NA | 1 | 0 | 0 | 0 |
| Mr | PANKAJ KEJRIWAL | PAN :AFTPK9055K DIN :00383635 | Executive | 01-12-1971 | NA | NA | 01-02-2022 | NA | 1 | 0 | 0 | 0 |
| Mr | PREM KUMAR BHAIJANKA | PAN :ACAPB4176A DIN :00591512 | Executive | 02-05-1958 | NA | NA | 13-08-2021 | NA | 2 | 0 | 0 | 0 |
| Mr | PRAMOD KUMAR SHAH | PAN :ALUPS6697N DIN :00343256 | Non Executive - Independent | 02-12-1951 | NA | NA | 13-11-2017 | 41 | 4 | 4 | 10 | 3 |
| Mr | AMIT KIRAN DEB | PAN: AFOPD8770P DIN: 02107792 | Non Executive - Independent | 26-12-1948 | Yes | 29-09-2020 | 01-04-2020 | 12 | 7 | 7 | 10 | 5 |
| Mr | SANTANU RAY | PAN :AFMPR5579N DIN :00642736 | Non Executive - Independent | 30-06-1949 | NA | NA | 08-04-2017 | 48 | 4 | 4 | 2 | 1 |
| Mrs | PLISTINA DKHAR | PAN :AKVPD5582F DIN :01375361 | Non Executive - Independent | 01-01-1960 | NA | NA | 08-04-2017 | 48 | 2 | 2 | 0 | 0 |
| Mrs | IBARIDOR KATHERINE WAR | PAN :AAXPW4437E DIN :03107920 | Non Executive - Independent | 13-12-1975 | NA | NA | 08-04-2017 | 48 | 1 | 1 | 0 | 0 |
| Mr. | BRIJ BHUSHAN AGARWAL | PAN: ACGPA0365A DIN: 01125056 | Non Executive - Non Independent | 13-09-1972 | NA | NA | 01-02-2022 | NA | 2 | 0 | 0 | 0 |
| Mr. | NIRMALYA BHATTACHARYYA | PAN: AGVPB9876G DIN: 09037566 | Non Executive - Independent | 25-07-1949 | NA | NA | 01-02-2022 | 2 | 2 | 2 | 4 | 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.



| Composition of Committees | | |
|-------------------------------------|-------------------------------|---|
| Name of the Committee | Name of the Committee members | Category (Chairperson/Executive/Non- Executive/Independent/Nominee) & |
| Audit Committee | Mr. Amit Kiran Deb | Chairperson - Non Executive - Independent |
| | Mr. Pramod Kumar Shah | Non Executive - Independent |
| | Mr. Sajjan Bhajanka | Executive |
| Nomination & Remuneration Committee | Mr. Amit Kiran Deb | Chairperson - Non Executive - Independent |
| | Mr. Nirmalya Bhattacharyya | Non Executive - Independent |
| | Mr. Pramod Kumar Shah | Non Executive - Independent |
| Risk Management Committee | Mr. Sanjay Agarwal | Chairperson - Executive |
| | Mr. Nirmalya Bhattacharyya | Non - Executive - Independent |
| | Mr. Pramod Kumar Shah | Non - Executive - Independent |
| Stakeholder Relationship Committee | Mr. Pramod Kumar Shah | 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.

| 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 * |
| 01-11-2021 | 25-01-2022 | 84 days |

| 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 | | | |
| 25-01-2022 | Yes - 2 members present | 01-11-2021 | 84 days |
| Stakeholder Relationship Committee | | | |
| Nil | Nil | 31-12-2021 | - |
| Nomination and Remuneration Committee | | | |
| 25-01-2022 | Yes - All 3 members present | Nil | - |
| Risk Management Committee | | | |
| 28-01-2022 | Yes - 2 members present | Nil | - |

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



| 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
- 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



16-04-2022

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 | | |
|---|--|---|
| Item | | Compliance status (Yes/No/NA) refer note below |
| 1 | Details of business | YES |
| 2 | Terms and conditions of appointment of independent directors | YES |
| 3 | Composition of various committees of Board of Directors | YES |
| 4 | Code of conduct of board of directors and senior management personnel | YES |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | YES |
| 6 | Criteria of making payments to Non-Executive Directors | YES |
| 7 | Policy on dealing with related party transactions | YES |
| 8 | Policy for determining 'material' subsidiaries | YES |
| 9 | Details of familiarization programmes imparted to independent directors | YES |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | YES |
| 11 | Email address for grievance redressal and other relevant details | YES |
| 12 | Financial results | YES |
| 13 | Shareholding pattern | YES |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | YES |
| 16 | New name and the old name of the listed entity | NA |
| 17 | Advertisements as per regulation 47 (1) | YES |
| 18 | Credit rating or revision in credit rating obtained | YES |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | YES |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | YES |
| 21 | Materiality Policy as per Regulation 30 | YES |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | YES |
| 23 | It is certified that these contents on the website of the listed entity are correct | YES |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| 1 | Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) YES |
| 2 | Board composition | 17(1) YES |
| 3 | Meeting of Board of Directors | 17(2) YES |
| 4 | Quorum of Board meeting | 17(2A) YES |
| 5 | Review of Compliance Reports | 17(3) YES |
| 6 | Plans for orderly succession for appointments | 17(4) YES |
| 7 | Code of Conduct | 17(5) YES |
| 8 | Fees/compensation | 17(6) YES |
| 9 | Minimum Information | 17(7) YES |
| 10 | Compliance Certificate | 17(8) YES |
| 11 | Risk Assessment & Management | 17(9) YES |
| 12 | Performance Evaluation of Independent Directors | 17(10) YES |
| 13 | Recommendation of Board | 17(11) YES |
| 14 | Maximum number of Directorships | 17A YES |
| 15 | Composition of Audit Committee | 18(1) YES |
| 16 | Meeting of Audit Committee | 18(2) YES |
| 17 | Composition of Nomination & Remuneration Committee | 19(1) & (2) YES |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) YES |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) YES |
| 20 | Composition of Stakeholder Relationship Committee | 20(1) & (2) YES |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) YES |
| 22 | Composition and role of Risk Management Committee | 21(1),(2),(3),(4) YES |



| | | | |
|----|---|-------------------------|-----|
| 23 | Meeting of Risk Management Committee | 21(3A) | YES |
| 24 | Vigil Mechanism | 22 | YES |
| 25 | Policy for Related Party Transaction | 23(1),(5),(6),(7) & (8) | YES |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | YES |
| 27 | Approval for material related party transactions | 23(4) | YES |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | YES |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | YES |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | YES |
| 31 | Annual Secretarial Compliance Report | 24(A) | YES |
| 32 | Maximum Directorship & Tenure | 25(1) & (2) | YES |
| 33 | Meeting of Independent Directors | 25(3) & (4) | YES |
| 34 | Familiarization of Independent Directors | 25(7) | YES |
| 35 | Declaration from Independent Director | 25(8) & (9) | YES |
| 36 | D & O Insurance for Independent Directors | 25(10) | YES |
| 37 | Memberships in Committees | 26(1) | YES |
| 38 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | YES |
| 39 | Disclosure of Shareholding by Non- Executive Directors | 26(4) | YES |
| 40 | 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



Debraj Thakurta

Company Secretary & Compliance Officer

| | |
|--|--|
| Additional Half yearly Disclosure | |
| Applicability of disclosure | Not Applicable |
| Reason for Non Applicability | No such Loans, Guarantee & Securities provided by the Company. |

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | - | - |
| Promoter Group or any other entity controlled by them | - | - |
| Directors (including relatives) or any other entity controlled by them | - | - |
| KMPs or any other entity controlled by them | - | - |

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | - | - | - |
| Promoter Group or any other entity controlled by them | - | - | - |
| Directors (including relatives) or any other entity controlled by them | - | - | - |
| KMPs or any other entity controlled by them | - | - | - |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | - | - | - |
| Promoter Group or any other entity controlled by them | - | - | - |
| Directors (including relatives) or any other entity controlled by them | - | - | - |
| KMPs or any other entity controlled by them | - | - | - |

(D) Additional Information

II. Affirmations

| Affirmations | Compliance Status | Company Remarks |
|---|-------------------|-----------------|
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | - | - |

| | |
|-------------|---|
| Name | - |
| Designation | - |
| Place | - |
| Date | - |

