

# STAR CEMENT LIMITED

(Formerly CEMENT MANUFACTURING COMPANY LTD)

17<sup>th</sup> May, 2018

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: Intimation of Scheme of Amalgamation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

At the meeting of the Board of Directors of Star Cement Limited ("Transferee Company") held today, the Board has approved of the Scheme of Amalgamation of the wholly owned subsidiary, namely Megha Technical & Engineers Private Limited ("Transferor Company") with the Transferee Company, with effect from April 01, 2018 (Appointed Date).

Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, all Equity Shares of the Transferor Company shall stand cancelled upon the Scheme becoming effective, without issue or allotment of any new shares in lieu of such Equity Shares.

The Scheme is subject to necessary statutory and regulatory approvals including sanction of the Hon'ble National Company Law Tribunal.

The details as required under Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed herewith as **Annexure A**.

Thanking you,  
**For Star Cement Limited**

17-05-2018

X

Debabrata Thakurta  
Company Secretary  
Signed by: DEBABRATA THAKURTA



**Debabrata Thakurta**  
(Company Secretary)

**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, 2<sup>nd</sup> 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 Chandri Durga Cements Ltd., Bamunara Industrial Area, P.O.- Bamunara, P.S.- Kanksha, Dist. Burdwan, West Bengal - 713 212  
**Siliguri Office :** Village - Kartowa, P.O. – Mohanvita, District – Jalpaiguri, West Bengal – 735 135 / Top Plaza, 3<sup>rd</sup> Floor, Near City Plaza, Sevoke Road, Siliguri -734 001, Ph: 0353-2643611/12

**Bankura Office :** Purandar Pur, District - Bankura, West Bengal -722 155

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

CIN NO. U26942ML2001PLC006663

**Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015:**

**1. Details of the Transferor and Transferee Company and their areas of business :**

(a) Transferor Company : Megha Technical & Engineers Private Limited ('the Transferor Company' ), a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of Companies Act, 2013 having its Registered Office at Village: Lumshnong, District: East Jaintia Hills, P.O. Khaliehriat, Meghalaya-793 210. The Transferor Company is engaged in the business of manufacturing cement under the brand name of 'Star Cement' at its plant located at Village: Lumshnong, District: East Jaintia Hills, P.O. Khaliehriat, Meghalaya-793 210.

(b) Transferee Company : Star Cement Limited ('the Transferee Company' ) (formerly Cement Manufacturing Company Limited), a Company incorporated under the provisions of the Companies Act, 1956 and being a Company within the meaning of Companies Act, 2013 having its Registered Office at Village: Lumshnong, District: East Jaintia Hills, P.O. Khaliehriat, Meghalaya-793 210. The Company is listed with National Stock Exchange of India Limited and BSE Limited. The Transferor Company is engaged in the business of manufacturing cement, main cement plant being situated at Village: Lumshnong in the State of Meghalaya and Grinding unit at Sonapur in the State of Assam.

(Rs. In lakhs)

Particulars	Net Worth (As per IND AS) (Audited)		Total Revenue (As per IND AS) (Audited)	
	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018
Megha Technical & Engineers Private Limited (Transferor Company)	29,350.84	30,260.82	18,441.22	3,215.41
Star Cement Limited (Transferee Company)	62,776.47	83,840.92	1,34,558.25	1,48,759.25



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## 2. Related Party Transaction :

The Ministry of Corporate Affairs vide its Circular No. 30/2014 dated July 17, 2014 has clarified that transactions arising out of compromises, arrangements and amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, would not attract the requirements of section 188 of the Companies Act, 2013. Further, pursuant to Regulation 23(5)(b) of SEBI (LODR) Regulations, 2015, the related party provisions are not applicable to the proposed Scheme. Accordingly, the transaction does not fall under Related Party transactions.

## 3. Rationale of the proposed Scheme :

- (i) The Transferor and Transferee Company are operating in similar line of business which can be conveniently combined together
- (ii) The amalgamation will enable appropriate consolidation and integration of the undertakings and business of the Transferor Company and the Transferee Company.
- (iii) The business of the amalgamated entity will be carried on more efficiently and economically as a result, inter alia, of pooling and more effective utilisation of the combined resources of the said companies and reduction in costs and expenses which will be facilitated by and follow the amalgamation. As such the amalgamation of the Transferor Company with the Transferee Company will enable greater realisation of the potential of the business of the Transferor Company and the Transferee Company in the merged entity.
- (iv) The Scheme is proposed accordingly and will have beneficial results for the said Companies, their shareholders, employees and all concerned.

## 4. No change in Shareholding pattern :

There will be no change in the shareholding pattern of the Transferee Company pursuant to the proposed Scheme as no shares will be issued in consideration of the amalgamation.

## 5. No share exchange ratio :

Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, all Equity Shares of the Transferor Company shall stand cancelled upon the Scheme becoming effective, without issue or allotment of any new shares in lieu of such Equity Shares.

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