

Star Ferro and Cement Limited

Regd. Office : Vill : Lumshnong, P.O. : Khaliehriat, Meghalaya - 793210, Phone : 03655-278215/16/18, Fax : 03655-278217
E-mail : info@starferrocement.com, Website : www.starferrocement.com, CIN : L27310ML2011PLC008564

9th September, 2016

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051
Stock code: SFCL

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
Stock code: 536666

Subject: Proceedings of 6th Annual General Meeting of the Company held on 9th September, 2016 as per Regulation 30 read with Schedule III and Result of Remote e-voting as per Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sirs,

Pursuant to the Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are pleased to inform you that 6th Annual General Meeting of the members of the Company duly convened and held on today i.e., 9th September, 2016 at "Star Club", Vill.: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya-793 210 at 1.00 p.m.

Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company had extended Remote e-voting facility to the Members of the Company in respect of all items of business as contained in the notice dated 1st August, 2016 of the 6th Annual General Meeting. The Remote e-voting commenced on Tuesday, 6th September, 2016 from 09:00 a.m. and ended at 05.00 p.m. on Thursday, 8th September, 2016. Md. Shahnawaz, Practising Company Secretary was appointed as Scrutinizer for this purpose.

Mr. Sajjan Bhajanka chaired the Annual General Meeting. The business as per Notice of the Annual General Meeting dated 1st August, 2016 was taken up, the requisite quorum remained present throughout the meeting. Total 100 members were present in person or through proxy at the meeting. The Chairman delivered his speech to the shareholders thereafter, he covered the items under Ordinary and Special business as listed under Serial no. 1 to 5 of the Notice as follows:

- (1) Consideration and adoption of the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2016 and the Reports of Directors and Auditors thereon.
- (2) Confirmation of Interim Dividend of Re. 1/- (Rupee one only) per equity Share of Re. 1/- (Rupee one only) each fully paid up (i.e., @ 100%) declared and paid for the Financial Year 2015-16.
- (3) Appointment of Mr. Sanjay Agarwal (DIN: 00246132), who retires by rotation and being eligible, offers himself for re-appointment.



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- (4) Re-appointment of M/s. Kailash B. Goel & Co. Chartered Accountants as Statutory Auditors of the Company and authorize the Board to fix their remuneration
- (5) Approval of Fee for service of documents

The shareholders present at the meeting who could not avail Remote e-voting option were given the opportunity to cast their vote through 'Ballot'. However, shareholders present at the meeting have already exercised Remote e-voting option therefore, none of the shareholders were eligible to cast their vote through 'Ballot'.

A copy of the Scrutinizer report as submitted by Md. Shahnawaz, Practising Company Secretary is enclosed for your reference and record. Based on the report, the Chairman announced the results and declared that all items of Agenda as contained in the Notice of 6th Annual General Meeting have been passed with requisite majority.

In terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the result of e-voting is detailed below in the prescribed format:

Date of Annual General Meeting : 9th September, 2016

Total number of members as on 2nd September, 2016 : 13,256
(‘Cut-off date’ for reckoning the voting rights of the Shareholders)

No. of members present in the meeting either personally or through proxy

Promoter and Promoter Group : 23

Public Shareholders : 77

No. of members attended the meeting through Video Conferencing

Promoters and Promoter Group : NIL

Public Shareholders : NIL

Details of Agenda:

Item no. 1. Consideration and adoption of the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2016 and the Reports of Directors and Auditors thereon.



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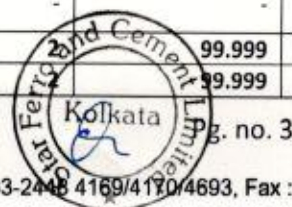
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Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	143120748	143120748	100.000	143120748	0	100.000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		143120748	100.000	143120748	0	100.000	-
Public-Institutions	E-Voting	4183813	236612	5.655	236612	0	100.000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		236612	5.655	236612	0	100.000	-
Public - Non Institutions	E-Voting	74868429	56569010	75.558	56568940	70	99.999	0.001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		56569010	75.558	56568940	70	99.999	0.001
Total		222172990	199926370	89.987	199926300	70	99.999	0.001

Item no.2. Confirmation of Interim Dividend of Re. 1/- (Rupee one only) per equity Share of Re. 1/- (Rupee one only) each fully paid up (i.e., @ 100%) declared and paid for the Financial Year 2015-16.

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	143120748	143120748	100.000	143120748	0	100.000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		143120748	100.000	143120748	0	100.000	-
Public-Institutions	E-Voting	4183813	236612	5.655	236612	0	100.000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		236612	5.655	236612	0	100.000	-
Public - Non Institutions	E-Voting	74868429	56568985	75.558	56568983	2	99.999	0.001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		56568985	75.558	56568983	2	99.999	0.001
Total		222172990	199926345	89.987	199926343	2	99.999	0.001



Corporate Office : Satyam Tower, 3, Alipore Road, 1st Floor, Unit No. 9B, Kolkata-700 027, Ph.: 91-33-2448 4169/4170/4693, Fax : 2448 4168

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Item no.3 Appointment of Mr. Sanjay Agarwal (DIN: 00246132), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	143120748	143120748	100.000	143120748	0	100.000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if Applicable)		NA	-	-	-	-	-
	Total		143120748	100.000	143120748	0	100.000	-
Public-Institutional Holders	E-voting	4183813	236612	5.655	0	236612	-	100.000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		236612	5.655	0	236612	-	100.000
Public-Non Institutions	E-voting	74868429	56569010	75.558	56568934	76	99.999	0.001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		56569010	75.558	56568934	76	99.999	0.001
Total		222172990	199926370	89.987	199689682	236688	99.882	0.118

Item no. 4 Re-appointment of M/s. Kailash B. Goel & Co. Chartered Accountants as Statutory Auditors of the Company and authorize the Board to fix their remuneration

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	143120748	143120748	100.000	143120748	0	100.00	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		143120748	100.000	143120748	0	100.00	-
Public-Institutions	E-Voting	4183813	236612	5.655	236612	0	100.00	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		236612	5.655	236612	0	100.00	-
Public - Non Institutions	E-Voting	74868429	56569010	75.558	56568934	76	99.999	0.001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		56569010	75.558	56568934	76	99.999	-
Total		222172990	199926370	89.987	199926294	76	99.999	0.001

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Item no.5 Approval of Fee for service of documents

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	143120748	143120748	100.000	143120748	0	100.000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		143120748	100.000	143120748	0	100.000	-
Public-Institutions	E-Voting	4183813	236612	5.665	236612	0	100.000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		236612	5.665	236612	0	100.000	-
Public - Non Institutions	E-Voting	74868429	56568985	75.558	56568934	51	99.999	0.001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		56568985	75.558	56568934	51	99.999	-
Total		222172990	199926345	89.987	199926294	51	99.999	0.001

The voting results along with Scrutinizer's Report are available on the website of the Company and also placed on the notice board of its Registered Office.

Please take the information on record.

Thanking you,

Yours faithfully,
For Star Ferro and Cement Limited



D. Thakurta
Company Secretary
Encl. as stated





SCRUTINIZER'S REPORT

To
The Chairman
STAR FERRO AND CEMENT LIMITED
Vill. Lumshnong, PO - Khaliehriat
Dist. East Jaintia Hills
Meghalaya - 793210

Dear Sir,

Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the Annual General Meeting of Star Ferro and Cement Limited held on Friday, September 9, 2016 at 1.00 p.m.

I, Md. Shahnawaz, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Star Ferro and Cement Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, to scrutinize the remote e-voting and voting by ballots taken at the 6th Annual General Meeting (AGM) of the Company held on Friday, September 9, 2016 at 1.00 p.m. at "Star Club" at the Registered Office of the Company at Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210.

The Annual Report containing the AGM Notice dated August 1, 2016 (hereinafter referred as Notice of AGM), and other statements and reports, were sent through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be, and to other members, in hard copy through courier. The electronic transmission and despatch of hard copy of the Annual Report were completed on August 13, 2016.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 6th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and on the voting by use of ballots at the meeting.

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

A. Relating to E-Voting

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 2, 2016, were entitled to vote on the resolutions as contained in the Notice of the AGM.



- The voting period for remote e-voting commenced at 9.00 a.m. on Tuesday, September 6, 2016 and ended at 5.00 p.m. on Thursday, September 8, 2016, and the NSDL e-voting platform was blocked thereafter.

B. Relating to voting by ballot

- The Company had also provided facility to vote through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

C. Result of remote e-voting and voting through ballot are as under:

- The voting rights of the members were reckoned as on the "cut-off date", i.e., September 2, 2016, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
- After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 2.39 p.m. in presence of two witnesses, namely, Mr. Binay Meher and Mr. Amarjeet Bhagat, who are not in the employment of the Company.
- The Company had also provided facility to vote through ballot paper at the AGM, however, there was no voting through ballots at the AGM as the members present at the AGM had already exercised their votes through remote e-voting.
- The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.
- The results of voting are as under:

ORDINARY BUSINESS

Resolution 1: Ordinary Resolution

Receive, consider and adopt the Audited Financial Statements (including the audited Consolidated Financial Statements) for the Financial Year ended March 31, 2016 and the Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	165	Nil	165
No. of Votes cast by them	19,99,26,300	Nil	19,99,26,300
% of total no. of valid vote cast	99.999%	Nil	99.999%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	3	Nil	3
No. of Votes cast by them	70	Nil	70
% of total no. of valid vote cast	0.001%	Nil	0.001%



(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 2: Ordinary Resolution

Confirm the Interim Dividend of ₹1/- (Rupee one only) per equity Share of ₹1/- (Rupee one only) each fully paid up (i.e. @100%) declared and paid for the Financial Year 2015-16.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	166	Nil	166
No. of Votes cast by them	19,99,26,343	Nil	19,99,26,343
% of total no. of valid vote cast	99.999%	Nil	99.999%

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	2	Nil	2
% of total no. of valid vote cast	0.001%	Nil	0.001%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 3: Ordinary Resolution

Re-appointment of Mr. Sanjay Agarwal (DIN: 00246132) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	161	Nil	161
No. of Votes cast by them	19,96,89,682	Nil	19,96,89,682
% of total no. of valid vote cast	99.882%	Nil	99.882%



(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	2,36,688	Nil	2,36,688
% of total no. of valid vote cast	0.118%	Nil	0.118%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

Resolution 4: Ordinary Resolution

Re-appointment of Statutory Auditors and fixation their remuneration and in this regard, to pass the following resolution:

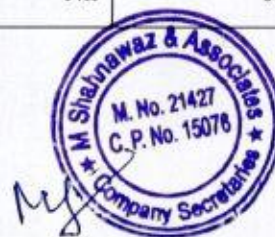
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kailash B. Goel & Co., Chartered Accountants (Firm Registration No. 322460E), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of 11th (Eleventh) Annual General Meeting subject to ratification of their appointment at every Annual General Meeting to be held subsequent to this Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	164	Nil	164
No. of Votes cast by them	19,99,26,294	Nil	19,99,26,294
% of total no. of valid vote cast	99.999%	Nil	99.999%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	Nil	4
No. of Votes cast by them	76	Nil	76
% of total no. of valid vote cast	0.001%	Nil	0.001%



(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

SPECIAL BUSINESS

Resolution 5: Ordinary Resolution

Approval of fee for service of documents and in this regard, to pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 20(2) of the Companies Act, 2013, a uniform fee of ₹200/- (Rupees Two Hundred only) be charged towards cost of dispatch and handling for service of each document within India and ₹1,000/- (Rupees One Thousand only) for service of each document outside India by any specific mode of service requested by any shareholder, provided such service mode along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the documents by the Company and no such request shall be entertained by the Company post the dispatch of the document by the Company to the member;

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution and to put such reasonable conditions from time to time in its absolute discretion in this regard.”

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	164	Nil	164
No. of Votes cast by them	19,99,26,294	Nil	19,99,26,294
% of total no. of valid vote cast	99.999%	Nil	99.999%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	3	Nil	3
No. of Votes cast by them	51	Nil	51
% of total no. of valid vote cast	0.001%	Nil	0.001%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil



6. A compact disc containing list of members who have voted either "For" or "Against" is enclosed with this report.
7. All relevant records of remote e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 6th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

Md. Shahnawaz

Md. Shahnawaz
Practising Company Secretary
C.P. No. 15076
Membership No. 21427



September 9, 2016
Lumshnong, East Jaintia Hills, Meghalaya