

Star Ferro and Cement Limited

Regd. Office : Vill : Lumshnong, P.O. : Khaliehriat, Dist. : East Jaintia Hills, Meghalaya -793210, Phone : 03655-278215/16/18, Fax : 03655-278217
Email : info@starferrocement.co.in, website : www.starferrocement.co.in, CIN : L27310ML2011PLC008564

25th September, 2015

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051
Email: cmcl@nse.co.in
Stock code: **SFCL**

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
E mail: corp.relations@bseindia.com
Stock code: **536666**

**Subject: Outcome of 5th Annual General Meeting of the Company held on 25th September, 2015
and Result of Remote e-voting as per Clause 35A of the Listing Agreement**

Dear Sirs,

Pursuant to the provisions of the Listing Agreement with your Exchanges, we are pleased to inform you that 5th Annual General Meeting of the Company duly convened and held on today i.e., 25th September, 2015 at "Star Club", Vill.: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya-793 210 at 10.00 a.m.

Pursuant to Clause 35B of the Listing Agreement 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 22nd July, 2015 of the 5th Annual General Meeting. The Remote e-voting commenced on Tuesday, 22nd September, 2015 from 09:00 AM and ended at 05.00 p.m. on Thursday, 24th September, 2015. Mr. Niaz Ahmed, Practising Company Secretary was appointed as Scrutinizer for this purpose.

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 report as submitted by the Scrutinizer Mr. Niaz Ahmed, 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 5th Annual General Meeting have been passed with requisite majority.

Pursuant to Clause 35A of the provisions of the Listing Agreement with your Exchanges, the result of e-voting is detailed below in the prescribed format:



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Date of Annual General Meeting : 25th September, 2015

Total number of members as on 18th September, 2015 : 12,625
(‘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 : 24

Public Shareholders : 93

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, 2015 and the Reports of Directors and Auditors thereon.

Resolution required : Ordinary Resolution
Mode of voting : e-voting
Result : Passed with requisite majority

Category	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 Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	147435856	147394856	99.97	147394856	0	100.00	0.00
Public-Institutional Holders	276257	236612	85.65	236612	0	100.00	0.00
Public-others	74460877	18186308	24.42	18184056	2252	99.99	0.01
Total	222172990	165817776	74.63	165815524	2252	99.99	0.01

Item no.2 Appointment of Mr. Hari Prasad Agarwal (DIN: 00266005), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : Ordinary Resolution
Mode of voting : e-voting
Result : Passed with requisite majority



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Category	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 Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	147435856	130940951	88.81	130940951	0	100.00	0.00
Public-Institutional Holders	276257	236612	85.65	236612	0	100.00	0.00
Public-others	74460877	18186308	24.42	18183832	2476	99.99	0.01
Total	222172990	149363871	67.23	149361395	2476	99.99	0.01

Item no.3

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 Resolution
Mode of voting : e-voting
Result : Passed with requisite majority

Category	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 Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	147435856	130162411	88.28	130162411	0	100.00	0.00
Public-Institutional Holders	276257	236612	85.65	236612	0	100.00	0.00
Public-others	74460877	35418753	47.57	35415897	2856	99.99	0.01
Total	222172990	165817776	74.63	165814920	2856	99.99	0.01

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 25, 2015 at 10.00 a.m.

I, Niaz Ahmed, Practising Company Secretary, had 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 5th Annual General Meeting (AGM) of the Company held on Friday, September 25, 2015 at 10.00 a.m. at the Registered Office of the Company at "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210.

The Annual Report containing the AGM Notice dated July 22, 2015, 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 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 5th 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, to the Chairman on the resolutions, 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 18, 2015, were entitled to vote on the resolutions as contained in the Notice of the AGM.


A circular stamp is visible in the bottom right corner, containing the text "THE COMPANY SECRETARY" and "C.F. No. 5965".

- The voting period for remote e-voting commenced at 9.00 a.m. on Tuesday, September 22, 2015 and ended at 5.00 p.m. on Thursday, September 24, 2015, 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 ballot are as under:

- The voting rights of the members were reckoned as on the “cut-off” date, i.e., September 18, 2015, 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 12.02 p.m. in presence of two witnesses, namely, and Mr. Shakeel Ahmed and Mr. Md. Ezazul Haque Ansari, who are not in the employment of the Company.
- 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:

Resolution 1: Ordinary Resolution

Consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2015 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	180	Nil	180
No. of Votes cast by them	165815524	Nil	165815524
% of total no. of valid vote cast	99.99%	Nil	99.99%

(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	2252	Nil	2252
% of total no. of valid vote cast	0.01%	Nil	0.01%



(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

Re-appointment of Mr. Hari Prasad Agarwal (DIN: 00266005) 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	169	Nil	169
No. of Votes cast by them	149361395	Nil	149361395
% of total no. of valid vote cast	99.99%	Nil	99.99%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	8	Nil	8
No. of Votes cast by them	2476	Nil	2476
% of total no. of valid vote cast	0.01%	Nil	0.01%

(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 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 from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company 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	175	Nil	175



No. of Votes cast by them	165814920	Nil	165814920
% of total no. of valid vote cast	99.99%	Nil	99.99%

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



	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	9	Nil	9
No. of Votes cast by them	2856	Nil	2856
% of total no. of valid vote cast	0.01%	Nil	0.01%

(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 5th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



Niaz Ahmed
 Practising Company Secretary
 C.P. No. **5965**
 Membership No. **15555**

Date: September 25, 2015