

# Report on Corporate Governance

## for the year 2015-16

The Directors present the Company's Report on Corporate Governance:

### Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance is to enhance the long-term economic value of the Company at large and its stake holders. It emphasizes the need for full transparency, accountability and compliances with laws and regulations in all its transactions and interactions with its stakeholders, employees, lenders and the Government etc., without compromising the environment and health of society at large. Your Company has complied with the requirements of Corporate Governance as laid down under SEBI Regulations.

### BOARD OF DIRECTORS

#### Composition

As on the date of this report, the Board consists of seven

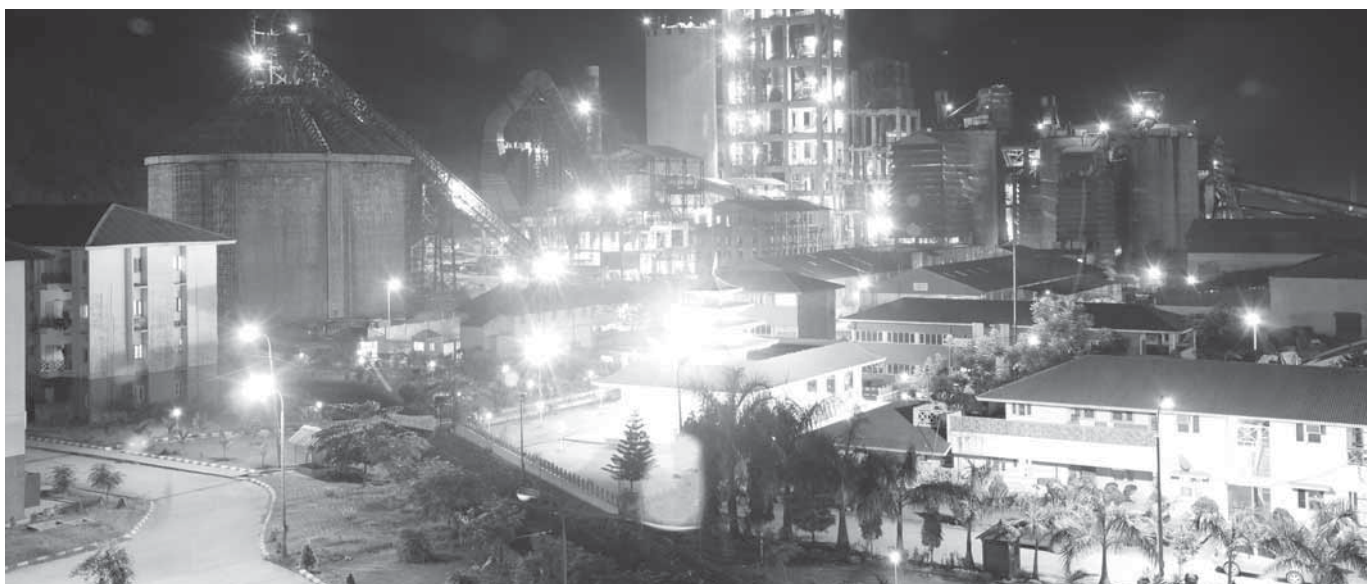
Directors, including and headed by a Non-Executive Chairman, two Non-Executive Directors and four Independent Directors. The Board members are expert in different disciplines of corporate working i.e. finance, accounts, banking, technical, marketing, administration, etc. The Independent Directors are expert professionals with high credentials and actively contribute in the deliberations of the Board.

None of the Directors is a member of the Board of more than twenty Companies or a Member of more than ten Board-level Committees or a Chairman of more than five such Committees.

Mr. Sanjay Kumar Gupta is the Chief Executive Officer and Mr. Dilip Kumar Agarwal is the Chief Financial Officer of the Company.

The Composition is as provided below:

Name of the Director	Designation	Category
Mr. Sajjan Bhajanka	Chairman	Promoter – Non-Executive
Mr. Hari Prasad Agarwal	Director	Promoter – Non-Executive
Mr. Sanjay Agarwal	Director	Promoter – Non-Executive
Mr. Manindra Nath Banerjee	Director	Independent
Mr. Santanu Ray	Director	Independent
Mr. Mangilal Jain	Director	Independent
Mrs. Plistina Dkhar	Director	Independent



# STAR FERRO AND CEMENT LIMITED

As on 31st March, 2016, the details of each member of the Board along with the number of Directorship(s) / Committee Membership(s) are provided herein below:

Name of the Director	Number of Directorship of Public Limited Companies *	Number of Membership including Chairmanship of Board Committee(s) **
Mr. Sajjan Bhajanka	9	6 (1 as Chairman)
Mr. Hari Prasad Agarwal	9	5
Mr. Sanjay Agarwal	8	-
Mr. Manindra Nath Banerjee	5	6 (3 as Chairman)
Mr. Santanu Ray	6	6 (3 as Chairman)
Mr. Mangilal Jain	10	8 (4 as Chairman)
Mrs. Plistina Dkhar	3	-

\* Includes Private Ltd. Companies which are subsidiaries of Public Limited Companies, Unlimited Liability Companies, Companies registered under Section 8 of the Companies Act, 2013, Membership of Managing Committees of Chambers of Commerce/Professional Bodies but excludes Foreign Companies.

\*\* Only Audit Committee and Stakeholders Relationship Committee have been considered as per SEBI Regulations.

## Board Meetings and Procedures

The Board meets at regular intervals to discuss and decide on the policies and strategies with respect to the business of the Company apart from normal business. The Board generally meets at least once every quarter to review the Quarterly results. Additional meetings are held as and when necessary.

All the meetings are scheduled well in advance and notices are sent to all the Directors at their address registered with the Company. The agenda of the meeting are backed by necessary supporting information and documents to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Drafts minutes of the proceedings of the Board/Committee Meetings are circulated in advance and comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman. The Board periodically reviews compliance reports of all laws applicable to the Company. Information about major events/items is placed before the Board and approval of the Board is taken on all such matters wherever such approval is required. Senior executives of the Company are invited as and when required to provide additional inputs or clarifications required on agenda items being discussed in the Board Meeting.

## Number and dates of Board Meetings held during the year

Seven Board Meetings were held during the Financial Year 2015-16 and the gap between two meetings did not exceed 120 days. The Meetings were held on 13th April, 2015, 7th May, 2015, 9th June, 2015, 22nd July, 2015, 24th September, 2015, 3rd November, 2015 and 9th February, 2016. The attendance at the Board Meetings during the Financial Year 2015-16 and at the previous Annual General Meeting is as under:

Name of Director	No. of Board Meeting Attended	Last AGM Attended
Mr. Sajjan Bhajanka	6	Yes
Mr. Hari Prasad Agarwal	7	Yes
Mr. Sanjay Agarwal	3	No
Mr. Manindra Nath Banerjee	6	No
Mr. Santanu Ray	7	Yes
Mr. Mangilal Jain	6	Yes
Mrs. Plistina Dkhar	1	Yes

## Separate Meeting of Independent Directors

As stipulated by the Code for Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 21st March, 2016 to review the performance of Non-Independent Directors (including the Chairman) and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and Committees, which is necessary to effectively and reasonably perform and discharge their duties.

## Induction and Familiarization Program for Directors

As per the Listing Regulations, the Company shall provide suitable training to the Directors to familiarize them with the Company, nature of the industry in which the Company operates etc.

The members of the Board of Directors are well acquainted with the industry and are provided necessary reports, documents and other presentations including interactive session with the Chairman, CEO and other heads of the Company. Efforts are made to familiarize the Directors about their roles, rights and



responsibilities. The Directors are regularly updated on the changes in policies, laws and regulations and other developments in the business. The details of the Director's induction and familiarization are available on the Company's website at <http://www.starferrocement.co.in/admin/docs/familiarisation-programme.pdf>.

### Performance Evaluation

Pursuant to the provisions of the Act and the SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of its Committees. A structured questionnaire for evaluation was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement. The performance evaluation of the Chairman and the Non-Independent Directors and the Board as a whole was also carried out by the Independent Directors.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. The Directors expressed their satisfaction over the evaluation process.

### Resume of Directors proposed to be re-appointed

The brief resume of Directors retiring by rotation and seeking re-appointment is appended in the notice convening the Annual General Meeting.

### COMMITTEES OF THE BOARD

Currently, the Board has four committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

#### Audit Committee:

All the members of the Audit Committee are Non-Executive Directors with majority Independent Directors including Chairman. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI Regulations.

The terms of reference of the Audit Committee are broadly inter alia as follows:

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up thereon;

- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, audit observations as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

## Composition, Number of Meetings and Attendance

The Audit Committee met Five times during the Financial Year 2015-16. The Audit Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and SEBI Regulations. Members of the Audit Committee possess financial /accounting expertise/ exposure. The Committee is chaired by Mr. Mangilal Jain. The meetings were held on 7th May, 2015, 9th June, 2015, 22nd July, 2015, 3rd November, 2015 and 9th February, 2016.

The composition of the Audit Committee and the details of meetings attended by the Directors are as under:

Name	Category	No. of Committee Meetings Attended
Mr. Mangilal Jain	Chairman – Independent, Non-Executive	4
Mr. Santanu Ray	Member – Independent, Non-Executive	5
Mr. Manindra Nath Banerjee	Member – Independent, Non-Executive	5
Mr. Hari Prasad Agarwal	Member - Non-Independent, Non-Executive	5
Mr. Sajjan Bhajanka	Member - Non-Independent, Non-Executive	4

Audit Committee meetings are attended by the Chief Executive Officer, Chief Financial Officer of the Company and Representatives of Statutory Auditors and Internal Auditors, are invitees for the relevant meetings. The Company Secretary acts as the Secretary of the Audit Committee.

## Nomination and Remuneration Committee:

The Nomination and Remuneration Committee determines on behalf of the Board and shareholders as per agreed term of reference, the Company's policy on specific remuneration packages for Executive Directors, Key Managerial Personnel and other employees. The Chairman of the Committee is an Independent Director and the Members on the Committee are Independent Directors.

The broad terms of reference of the Committee inter alia are as follows:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- ii. Formulation of criteria for evaluation of performance of Directors;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- v. Recommending/reviewing remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.

## Remuneration Policy

The Company has formulated a remuneration policy with a focus on attracting talent and rewarding performance based on review of achievements. The remuneration to be paid to the Executive Directors is recommended by the Remuneration Committee based on the Net Profits of the Company which are then approved by the Board of Directors of the Company and the Shareholders of the Company in their respective meetings. The remuneration paid to the Executive Directors was determined and based on the industry benchmark, performance of the Company to the industry performance. Independent Non-Executive Directors are appointed for their performance expertise in their individual capacity as individual Professionals/Business Executives. Independent Non-Executive Directors are paid sitting fees for attending Board/ Committee Meetings.

The composition of the Nomination and Remuneration Committee as at 31st March, 2016 are as under:

Name of the Member	Category	Designation
Mr. Mangilal Jain	Independent, Non-Executive	Chairman
Mr. Santanu Ray	Independent, Non-Executive	Member
Mr. Manindra Nath Banerjee	Independent, Non-Executive	Member

### Meetings and Attendance:

The Nomination and Remuneration Committee met once on 7th May, 2015 during the Financial Year 2015-16. All the Members of the Committee attended the meeting.

### Remuneration paid to the Directors:-

The details of remuneration paid to the Directors for the Financial Year 2015-16 is provided below:

Sl. No.	Name of the Director	Designation	Salary (₹)	Sitting Fees (₹)	No. of Shares held as on date
<b>Non-Executive Directors:</b>					
1.	Mr. Sajjan Bhajanka	Chairman	-	-	1,66,15,675
2.	Mr. Sanjay Agarwal	Non-Executive Director	-	-	1,94,82,445
3.	Mr. Hari Prasad Agarwal	Non-Executive Director	-	-	24,35,760
4.	Mr. Manindra Nath Banerjee	Independent Director	-	1,80,000	-
5.	Mr. Mangilal Jain	Independent Director	-	1,35,000	3,500
6.	Mr. Santanu Ray	Independent Director	-	1,50,000	-
7.	Mrs. Plistina Dkhar	Independent Director	-	15,000	750

None of the Directors of the Company / Key Managerial Personnel had any pecuniary relationship with the Company during the year.

### STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI Regulations, the Board has constituted "Stakeholders Relationship Committee".

The Committee oversee Share Transfers and addresses to and redressal of shareholders' grievances etc. The Committee also evaluates performance and service standards of the Registrar and Share Transfer Agents of the Company.

During the Financial Year 2015-16, 9 Meetings of the Stakeholders Relationship Committee were held on 21st May, 2015, 4th June, 2015, 17th September, 2015, 12th November, 2015, 17th December, 2015, 18th February, 2016, 25th February, 2016, 10th March, 2016 and 17th March, 2016.

The Composition of the Stakeholders Relationship Committee and the details of the meeting attended by the Directors are given below:

Name of the Member	Category	Designation	No. of Committee Meetings Attended
Mr. Manindra Nath Banerjee	Independent, Non-Executive	Chairman	9
Mr. Hari Prasad Agarwal	Non- Executive	Member	9

Mr. Debabrata Thakurta, Company Secretary acts as the Compliance Officer.

### Status of Pending Complaints:-

The Company has not received any complaints during the Financial Year 2015-16. There were no complaints pending at the beginning and at the end of the Financial Year. However, during the year under review letters on various matters were received and were duly addressed.

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted Corporate Social Responsibility Committee (CSR) Committee as required under Section 135 of the Companies Act, 2013. The Committee consists of three Directors out of which one Director is an Independent Director.

The terms of reference of the Committee are as follows:

- To frame the CSR policy and monitor the same from time to time
- To recommend the amount of expenditure to be incurred on CSR activities

During the Financial Year 2015-16, CSR Committee Meeting was held on 12th February, 2016, where all the members were present.



# STAR FERRO AND CEMENT LIMITED

The Corporate Social Responsibility Committee comprises of the following three members and details of the meeting attended by them are given below:

Name of the Member	Category	Designation	No. of Committee Meetings Attended
Mr. Sajjan Bhajanka	Non-Executive	Chairman	1
Mr. Mangilal Jain	Non-Executive Independent	Member	1
Mr. Hari Prasad Agarwal	Non-Executive	Member	1

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board of Directors of the Company has adopted a Vigil Mechanism Policy. This mechanism provides a tool in the hands of Employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

## GENERAL BODY MEETINGS

Particulars of last three Annual General Meetings:

Financial Year	Venue	Date and time
2014-15	'Star Club', Village Lumshnong, P.O.: Khaliehriat, Dist. East Jaintia Hills, Meghalaya – 793210	25th September, 2015 at 10.00 A.M.
2013-14	'Star Club', Village Lumshnong, P.O.: Khaliehriat, Dist. East Jaintia Hills, Meghalaya – 793210	20th September, 2014 at 11:00 A.M.
2012-13	Indian Chamber of Commerce Auditorium, 10th Floor, 4, India Exchange Place, Kolkata – 700001	25th September, 2013 at 3:00 P.M.

Details of Special Resolution passed in the last three Annual General Meeting:

AGM	Date	Matter
3rd	25.09.2013	No Special Resolution
4th	20.09.2014	<ol style="list-style-type: none"> <li>1. Authorization to the Board to borrow upto an amount not exceeding ₹ 500 crore.</li> <li>2. Authorisation to the Board to mortgage, hypothecate or create charge on Company's assets.</li> <li>3. Authorisation to the Board to keep the Register and Index of Members, copies of all Annual returns, books of accounts at a place other than the Registered Office.</li> <li>4. Increase in limits of investments in other bodies corporate under Section 186 of the Companies Act, 2013.</li> </ol>
5th	25.09.2015	No Special Resolution

During the year under review, no resolution has been passed through the exercise of Postal Ballot.

No Extra-Ordinary General meeting of the Shareholders was held during the year.

## DISCLOSURES

- No materially significant related party transactions took place between the Company and its subsidiaries, its Promoters, Directors or the Management and their relatives which have a bearing on interests of the Company at large. Other Related Party transactions as per requirements of Accounting Standard 18 have been reported in Notes to Accounts annexed to the financial statements. The policy on related party transaction has been placed on the Company's website at <http://www.starferrocement.co.in/admin/docs/related-party-transaction-policy.pdf>
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years.

No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other statutory authorities relating to the above.

- The Company has a well-defined risk management framework and the Board is kept informed about the risk assessment and minimization procedures. The risk policy provides for identification of risk, its assessments and procedures to minimize risk. The risk management policy is reviewed periodically to ensure that the executive management controls the risk as per decided policy.
- The Company's policy on Vigil mechanism is placed on the Company's website at <http://www.starferrocement.co.in/admin/docs/Whistle-Blower-Policy.pdf>. We hereby affirm that no personnel has been denied access to the audit committee.
- The Directors of the Company are not related inter-se.
- The Financial statements of the Company are prepared in accordance with the Accounting Standards stipulated under the Companies Act.

- During the year under review, the Company has not raised any money through public issue.
- The Company's policy on "material subsidiary" is placed on the Company's website at <http://www.starferrocement.co.in/admin/docs/policy-on-material-subsiidiary.pdf>

### CODE OF CONDUCT

In pursuance of the SEBI Regulations, the Board has approved the 'Code of Conduct for Board of Directors and Senior Management' and same has been circulated and posted on the Company's website: [www.starferrocement.co.in](http://www.starferrocement.co.in). The Directors and Senior Management personnel have affirmed compliance with the provisions of above Code of Conduct. The declaration by the Chief Executive Officer to this effect is also attached to this Report.

### MEANS OF COMMUNICATION

The Company's quarterly financial results, after their approval by the Board of Directors, are promptly issued to all the Stock Exchanges with whom the Company has listing arrangements. These financial results, in the prescribed format, as per SEBI Regulations, are published in prominent English and Khasi (Regional language) newspapers usually in The Economic Times, Business Standard and Hima. The quarterly financial results and official news are also posted on the website of the Company - [www.starferrocement.co.in](http://www.starferrocement.co.in).

The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting. The Annual Report of the Company, the quarterly / half yearly and the annual results of the Company are also placed on the Company's website: [www.starferrocement.co.in](http://www.starferrocement.co.in) and can be downloaded.

All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NSE Electronic Application Processing System (NEAPS) and BSE's Listing Centre which are web-based applications designed by NSE and BSE respectively for corporates.

### MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis Report, forms a part of the Directors' Report.

### GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date and Time	9 <sup>th</sup> September, 2016 at 01:00 p.m.
Venue	Star Club, Village : Lumshnong, P.O.: Khaliehriat, Dist. East Jaintia Hills, Meghalaya - 793210
Dates of Book Closure	6 <sup>th</sup> September, 2016 to 9 <sup>th</sup> September, 2016 (both days inclusive)

### Financial Calendar (for the year 2016-17)

The Company follows Financial Year starting from 1st of April of the Financial Year and ending on 31st March of the following year.

### Proposed date for approval of financial results

First Quarter ended 30th June, 2016	Within 45 days from the end of quarter
Second Quarter ended 30th September, 2016	Within 45 days from the end of quarter
Third Quarter ended 31st December, 2016	Within 45 days from the end of quarter
Fourth/Last Quarter ended 31st March, 2017	Within 60 days from the end of quarter

### Listing on Stock Exchanges:

The Shares of the Company are presently listed on the following Stock Exchanges:-

- National Stock Exchange of India Limited (NSE)  
Exchange Plaza, Bandra –Kurla Complex, Bandra (E)  
Mumbai- 400 051
- BSE Ltd. (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

The Company has paid listing fees to NSE and BSE for the year 2016 – 17.

Annual Custody/Issuer fee for the year 2016-17 has been paid by the Company to CDSL and the bill from NSDL is yet to be received.

### Stock Code:

Name of the Exchange	Stock Code
The National Stock Exchange of India Limited	SFCL
The BSE Limited	536666

### ISIN Allotted to the Company by the Depositories:

The Company has signed Depository agreement with both National Securities Depository Limited and Central Depository Services (India) Limited. The ISIN allotted to the Company is INE935001010

### Corporate Identity Number:

L27310ML2011PLC008564

### Market Information:-

Market Price Data: High, Low (based on the closing prices) and volume of shares traded at BSE and NSE, for the Financial Year 2015-16 are as follows:

# STAR FERRO AND CEMENT LIMITED

Month	Bombay Stock Exchange			National Stock Exchange		
	High	Low	Volume	High	Low	Volume
April 2015	185.80	153.20	4,70,033	185.00	152.05	21,96,714
May 2015	175.00	139.10	1,92,468	175.00	125.00	7,45,991
June 2015	164.00	149.00	1,18,558	164.90	149.20	5,42,209
July 2015	170.00	150.00	3,43,973	168.80	149.05	19,60,719
August 2015	162.80	120.00	1,87,167	163.90	120.00	8,30,650
September 2015	142.00	120.10	75,423	142.35	120.00	3,19,879
October 2015	144.70	129.20	81,799	144.95	128.55	2,98,008
November 2015	141.90	130.25	81,324	141.90	130.50	2,20,864
December 2015	138.00	125.10	82,658	138.00	125.15	3,30,539
January 2016	135.00	120.00	71,498	132.70	119.50	6,33,889
February 2016	131.00	96.00	1,21,866	132.40	95.20	6,78,922
March 2016	125.85	101.00	1,06,277	124.80	100.00	11,65,493

Performance of the Shares of the Company in comparison to BSE Sensex is as under:

Month	BSE Sensex		Company's Share	
	Closing	% Change	Closing	% Change
April 2015	27011.31	(3.38)	157.50	(5.23)
May 2015	27828.44	3.03	162.60	3.24
June 2015	27780.83	(0.17)	151.95	(6.55)
July 2015	28114.56	1.20	161.00	5.96
August 2015	26283.09	(6.51)	141.85	(11.89)
September 2015	26154.83	(0.49)	128.65	(9.31)
October 2015	26656.83	1.92	134.20	4.31
November 2015	26145.67	(1.92)	136.00	1.34
December 2015	26117.54	(0.11)	129.50	(4.78)
January 2016	24870.69	(4.77)	122.70	(5.25)
February 2016	23002.00	(7.51)	103.95	(15.28)
March 2016	25341.86	10.17	117.55	13.08

## Registrars and Share Transfer Agents:

M/s. Maheshwari Datamatics Private Limited  
 6, Mangoe Lane (Surendra Mohan Ghosh Sarani)  
 2nd Floor, Kolkata – 700001  
 Phone: 033 22435029/22482248  
 Fax - 033 22484787  
 Email - mdplc@yahoo.com, mdpl@cal.vsnl.net.in

## Share Transfer System

Requests for transfer of shares can be lodged either at the office of the Company or at the office of the Registrar. The transfer are normally processed within a maximum period of 15 days from the receipt of documents, complete in all respect.

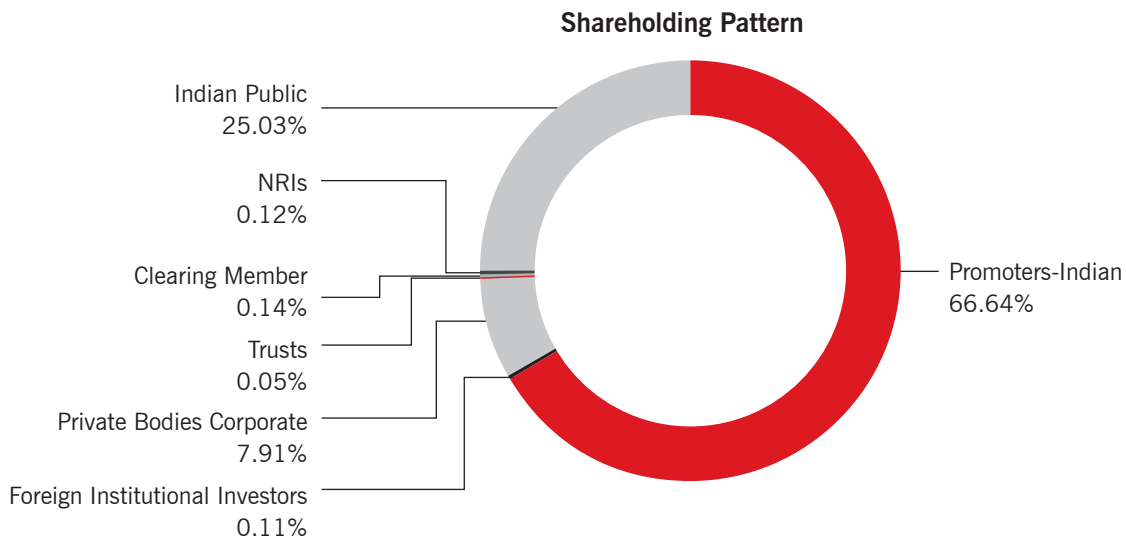
Transfer of Shares in dematerialized form is duly processed by NSDL/CDSL in electronic form through the respective Depository participants. Dematerialisation is required to be done with a period of 15 days from the date of lodgment of dematerialisation request, complete in all respect, with the Depository Participant of the Shareholder.



**Distribution of Shareholding of Ordinary Shares as on 31st March, 2016.**

Shareholding	Total No. of Shareholders	%age	No. of Shares	%age
1- 500	10,458	82.66	11,43,359	0.52
501-1000	712	5.62	5,98,699	0.27
1001-5000	1,013	8.01	23,73,756	1.07
5001-10000	200	1.58	14,53,036	0.65
10001- 20000	102	0.81	14,18,573	0.64
20001 and above	167	1.32	21,51,85,567	96.85
<b>Total</b>	<b>12,652</b>	<b>100.00</b>	<b>22,21,72,990</b>	<b>100.00</b>

**Shareholding Pattern as on 31st March, 2016**



Category	Number of Shareholders	Number of Shares	% of total Share Capital
Promoter and Promoter Group	30	14,80,58,928	66.64
Foreign Institutional Investors	5	2,49,170	0.11
Bodies Corporate	308	1,75,65,364	7.91
Trusts	10	1,11,250	0.05
Clearing Member	63	3,00,781	0.14
NRIs	443	2,69,527	0.12
Individual	11,793	5,56,17,970	25.03
<b>TOTAL</b>	<b>12,652</b>	<b>22,21,72,990</b>	<b>100.00</b>

**Dematerialisation of shares and liquidity**

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

22,13,46,472 Ordinary Shares of the Company representing 99.63% of the Company's share capital is dematerialised as on 31st March, 2016.

## RECONCILIATION OF SHARE CAPITAL AUDIT

- i. Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certificates on half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company.
- ii. A Practicing Company Secretary carries out the reconciliation of Share Capital of the Company for every Quarter to reconcile the total capital admitted with National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the total issued and listed capital of the Company. The Audit confirms that the total issued /paid up Capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form.

### Address for Correspondence:

- a) Corporate Office:  
The Compliance Officer, Star Ferro and Cement Limited,  
Satyam Towers, 3 Alipore Road, Kolkata - 700 027  
Phone: 033 22435029, Fax: 033 22484787  
Email: investors@starferrocement.co.in  
Website: www.starferrocement.co.in
- b) Registered Office:  
Village: Lumshnong, P.O. Khaliehriat,  
Dist. East Jaintia Hills, Meghalaya – 793210

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 3rd May, 2016

**Sajjan Bhajanka**  
DIN-00246043  
Chairman

## Compliance with Code of Business Conduct and Ethics

As provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, it is hereby declared that all Board members and Senior management personnel of the Company have affirmed the compliance of the Code of Conduct for the year ended 31st March, 2016.

Place: Kolkata  
Date: 3rd May, 2016

**Sanjay Kumar Gupta**  
Chief Executive Officer