

## STAR PAPER MILLS LIMITED

CIN-L21011WB1936PLC008726

Registered Office: Duncan House, 2nd Floor, 31 Netaji Subhas Road, Kolkata – 700 001.  
Ph: (033) 22427380-83, Fax: (033)22427383, E-mail: star.cal@starpapers.com, Web: starpapers.com

### NOTICE TO SHAREHOLDERS

NOTICE is hereby given to the members that the 76th Annual General Meeting of the members of Star Paper Mills Limited will be held at 'Kalakunj' (Kalamandir Basement), 48, Shakespeare Sarani, Kolkata-700 017 on Thursday 24th September, 2015 at 10.30 A.M to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2015 and Statement of Profit & Loss for the financial year ended on that date together with Board of Directors and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Shrivardhan Goenka (DIN:00030375) who retires by rotation at this AGM and being eligible, has offered himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s Lodha & Co., Chartered Accountants (Firm Registration no. 301051E), be and is hereby re-appointed as statutory auditors of the company to hold office from the conclusion of this annual general meeting till the conclusion of next AGM of the company at such remuneration plus applicable taxes and out-of-pocket expenses etc., as may be mutually agreed.

#### SPECIAL BUSINESS:

##### 4. Appointment of Ms. Savita Laxmipathy Acharya (DIN:07038198) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Ms. Savita Laxmipathy Acharya (DIN:07038198), who was appointed as additional director of the company w.e.f 31st March, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company and who holds office upto the date of this Annual General meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of director be and is hereby appointed as Independent Director of the company w.e.f 24th Sept., 2015 for a period of five (5) consecutive years."

##### 5. Appointment of Mr. G.P. Goenka (DIN-00030302) as an Executive Director of the company

To consider and, if thought fit, to pass with or without modification (s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, consent of the members of the company be and is hereby accorded to the appointment of Mr. G.P. Goenka, as Executive Director of the company with effect from 20th May, 2015 for a period of three (3) years upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. G.P. Goenka."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

##### 6. To approve Borrowing limits of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the 62nd AGM of the company held on 20th Sept., 2000 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed ₹300 Crores (Rupees Three Hundred Crores only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

##### 7. To create mortgage and/or charges on all or any of the assets of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the 66th AGM of the company held on 31st Aug., 2004 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the creation by the Board of Directors of the company (hereinafter referred to as the "Board" which term shall include any committee thereof) of such mortgages, charges, liens, pledge and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board/Committee of the Board may direct, in favour of Financial Institutions, Investment Institutions, Banks, Mutual Funds, Trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value within the overall ceiling prescribed by the members of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/ Debenture Trust Deeds entered/to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges, pledge, lien and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

##### 8. To approve the remuneration of the Cost Auditors for FY 2015-16.

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the company for the financial year 2015-16, be paid remuneration of ₹0.50 lac plus applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to increase or decrease remuneration."

By order of the Board of Directors

SAURABH ARORA  
Company Secretary

14th Aug., 2015  
New Delhi  
Registered Office:  
Duncan House, 2nd Floor  
31 Netaji Subhas Road  
Kolkata – 700 001  
CIN:L21011WB1936PLC008726

## NOTES:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business item Nos. 4-8 are annexed hereto. The relevant details as required under clause 49 of the Listing agreement of person seeking appointment/re-appointment as Directors under item nos. 4-5 of the Notice are also annexed.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll in his stead. A proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company, such proxy shall not act as a proxy for any other person or shareholder.
3. Proxy Forms duly completed should be deposited either at the Company's Registered Office or at the office of the Registrar and Share Transfer Agents (RTA) not less than FORTY EIGHT (48) hours before commencement of the Meeting.
4. The Register of Members of the Company shall remain closed from 17th September, 2015 to 24th September, 2015 both days inclusive.
5. Members desiring any information as regard the Accounts may write to the Company at least seven days before the Annual General Meeting so as to enable the management to keep the information ready at the meeting.
6. Pursuant to the provisions of the Companies Act, 1956, all unclaimed dividends upto and including the year ended 30th Sept., 2007 (18 months) have been transferred to the Investor Education and Protection Fund of the Central Government.
7. Members are further requested to notify/send the following to the Registrar and Share Transfer Agents :
  - i) Intimation of change in address;
  - ii) Particulars of their bank account, in case the same have not been sent earlier;
  - iii) Share certificate(s) held in multiple accounts in individual names or joint names in the same order of names, for consolidation of such shareholdings into one account; and
  - iv) Members are requested to register their e-mail addresses with Registrar and Share Transfer Agent (RTA) if shares are held in physical mode or with their Depository Participant (DP) if the holding is in electronic mode to receive documents/ notices including Annual Report and other communications in soft mode
8. The Notice of AGM along with the Annual Report 2014-15 is being sent by electronic mode to those members whose e-mail address are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e-mail addresses, physical copy are being sent by the permitted mode.
9. In compliance with the provisions of Section 108 and Rules framed there under and the listing agreement, members are provided with the facility to cast their vote electronically, through the 'remote e-voting' services provided by Karvy Computershare Pvt Ltd (KCPL) on all resolutions set forth in this Notice. The facility for voting through Ballot Paper shall also be available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

### The instructions for 'remote e-voting' are as under:

- i) Open the internet browser during the voting period and type the following <https://www.evoting.karvy.com>.
- ii) Members can cast their vote online from 9:00 am on Monday, 21st September, 2015 to 5:00 pm on Wednesday, 23rd September, 2015.
- iii) Enter the login credentials (i.e., user-id & password) which will be sent separately. Your folio/DP Client ID will be your User-ID.
- iv) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- v) After entering these details appropriately, click on "LOGIN".
- vi) You will now reach Password Change menu wherein you are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the "E-voting Event No." for Star Paper Mills Ltd.
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your exiting login id and password are to be used
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) You may cast your vote by selecting appropriate option and click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else "CANCEL" to modify.
- xii) Once you 'CONFIRM', you will not be allowed to modify your vote.
- xiii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e Thursday, 17th Sept., 2015 may obtain the User ID and password thru email request to [evoting@Karvy.com](mailto:evoting@Karvy.com) or may call Karvy's toll free number as given above.
- xiv) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [debabrata@ddc.org.in](mailto:debabrata@ddc.org.in) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event No."
- xv) The voting rights of the Members shall be in proportion to their shares to the paid up capital of the company as on the cut-off date being Thursday, 17th Sept., 2015.
- xvi) Sh. Debabrata Dutt, practicing company secretary (Membership no. FCS-5401) proprietor of M/s D. Dutt & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.
- xvii) The results declared along with the Scrutinizer Report shall be placed on company' website [www.starpapers.com](http://www.starpapers.com) and on KCPL website [www.evoting.karvy.com](http://www.evoting.karvy.com). The results shall simultaneously be communicated to the Stock Exchanges.
- xviii) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 24th Sept., 2015.

## EXPLANATORY STATEMENT

### (Pursuant to Section 102 of the Companies Act, 2013)

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

#### Item No. 4

Under the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Savita Laxmipathy Acharya as additional director of the company w.e.f 31st March, 2015.

The company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Savita Laxmipathy Acharya for the office of Director of the Company. Ms. Savita Laxmipathy Acharya is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from her confirming that She meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Savita Laxmipathy Acharya is independent of the management and possesses appropriate skills, experience and knowledge.

### **Brief profile of Ms. Savita Laxmipathy Acharya**

Ms. Savita Laxmipathy Acharya is a qualified chartered accountant having expertise in accounting, finance and taxation. She has a vast experience of about 20 years in finance & accounts, taxation, corporate laws etc. She is also on the Board of NRC Limited, Stone India Limited and Duncan Industries Limited.

The terms and conditions of appointment shall be open for public inspection by the members at the registered office of the company during normal business hours on any working day excluding Saturday.

Keeping in view her expertise and knowledge, it is recommended to approve appointment of Ms. Savita Laxmipathy Acharya as an Independent Director of the Company.

This Statement may also be treated as a disclosure under Clause 49 of the Listing Agreement. Save and except Ms. Savita Laxmipathy Acharya and her relatives, none of the other Directors / Key Managerial Personnel / their relatives are concerned or interested in the resolution set out at Item No. 4

### **Item No. 5**

Mr. G.P. Goenka, B.Sc., aged about 74 years, is Chairman of the company. He served the company as whole-time director from 2004 to 2012 before resigning from whole time directorship w.e.f 1st April, 2012 due to some other assignments.

He has a vast experience of over 51 years in management, strategic planning, acquisitions and expansion, administration etc. He has been associated with the company since 1986 as a promoter director and has been instrumental establishing the company as a recognized player in the paper Industry.

On the recommendation of Nomination & Remuneration Committee, the Board of Directors in its meeting held on 20th May, 2015 has appointed Mr. G.P. Goenka, as Executive Director of the company for a period of three (3) years w.e.f 20th May, 2015 subject to approval of the members and other required approval, if any.

The main terms and conditions of appointment of Mr. G.P. Goenka are given below:

#### **A. Remuneration:**

I. **Salary:** ₹5,50,000/- (Rupees five lacs fifty thousand only) per month.

II. **House Rent Allowance:** ₹1,00,000/- (Rupees one lac only) per month.

III. **Perquisites:** Mr. Goenka shall be entitled to the following perquisites:

- i) **Medical benefit:** Reimbursement of actual expenses incurred, subject to a ceiling of three(3) month's salary in a block of three (3) years for domiciliary treatment and for hospitalization expenses at actuals.
- ii) **Leave Travel Assistance:** For himself and his family subject to maximum of 2 months' basic salary per annum.
- iii) **Premium on Personal Accident Insurance:** Premium for Personal Accident Insurance for a sum assured of ₹1,00,00,000/- (Rupees One Crore only)
- iv) **Club Membership:** Membership fees (not being life-membership fees) plus subscription for two clubs.
- v) **Telephone :** Actual telephone & mobile expenses at office and residence for official purposes.
- vi) **Company's car for official use:** Two motor cars with drivers to be used for company's business.
- vii) **Entertainment Expenses:** Actual expenses incurred for official purposes.
- viii) **Provident Fund:** The Company's contributions to provident fund as per rules of the Company.
- ix) **Earned/Privilege leave:** Earned/Privilege leave on basic pay as per the rules of the Company.
- x) **Gratuity:** Gratuity as per rules of the company.

IV. **Commission:** Commission in respect of each financial year as may be decided and determined by the Board of Directors of the Company from time to time subject to the conditions that aggregate remuneration paid to Mr. Goenka shall not exceed any limit prescribed under the Companies Act, 2013.

V. **Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits of the Company in any financial year during the term of Mr. Goenka's appointment as Executive Director, he shall be entitled to such remuneration as specified above subject to the provisions of the Companies Act, 2013.

#### **B. Other Terms and conditions:**

1. Mr. Goenka shall (unless by reasons of being on leave) throughout the aforesaid period (except with the consent of the Board) devote the whole of his time and attention to the business and affairs of the Company.
2. Mr. Goenka shall perform such duties and exercise such powers as are laid down from time to time.
3. Mr. Goenka being Executive Chairman of the company, shall not be subject to retirement by rotation.
4. Mr. Goenka shall be entitled to such annual increments as may be decided by the Board of Directors of the Company from time to time, subject to such ceilings as may be applicable under the Companies Act, 2013.
5. In case Mr. Goenka's appointment is not approved in general meeting or by the Central government, if required then he shall refund all such sums including money value of perquisites as received/availed by him from the company under this contract and until such sums are refunded, hold the same in trust for the company.
6. Mr. Goenka shall not, so long as he functions as a Executive Director, receive any fee for attending any meeting of the Board or a Committee thereof.
7. Mr. Goenka shall not, without the prior permission of the Board, either during or after completion of his appointment-term, divulge or communicate to any person or persons (except to the employees of the Company or any other duly authorised person) or himself make use of the company's secrets or any other information which he may receive or obtain in relation to the company's affairs or to the working of any process or invention which is carried on or used by the company or any other matters which may come to his knowledge in the course of or by reason of his appointment with the company.
8. The appointment may be terminated at any time by either party by giving to other party Six (6) months notice of such termination and neither party will have any claim against the other for damages or compensation by reason of such termination."

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors/ KMPs except Mr. G.P Goenka and Mr. Shrivardhan Goenka being his son are concerned or interested in the resolution.

The Board commends the Resolution at Item No. 5 for approval by the Members.

### **Statement pursuant to Schedule V (Part-II Section II) of the Companies Act, 2013**

<b>I. General Information</b>	
i. Nature of Industry	Star Paper Mills Ltd. is an integrated pulp & paper manufacturer with an installed capacity of 75000 tonnes per annum. The company manufactures of industrial and cultural paper.
ii. Date of commencement of commercial production	The company started commercial production in 1938.
iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A

iv. Financial performance based on given indicators	The financial results for the last three years are as under: (In Lacs)  <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY:2014-15</th> <th>FY:2013-14</th> <th>FY:2012-13</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>27223.95</td> <td>27613.85</td> <td>27338.13</td> </tr> <tr> <td>EBIDT</td> <td>1678.20</td> <td>(695.66)</td> <td>(1618.30)</td> </tr> <tr> <td>Profit before tax</td> <td>751.00</td> <td>(2610.73)</td> <td>(3156.32)</td> </tr> <tr> <td>Profit after tax</td> <td>1554.23</td> <td>(2208.26)</td> <td>(2954.93)</td> </tr> </tbody> </table>	Particulars	FY:2014-15	FY:2013-14	FY:2012-13	Total Income	27223.95	27613.85	27338.13	EBIDT	1678.20	(695.66)	(1618.30)	Profit before tax	751.00	(2610.73)	(3156.32)	Profit after tax	1554.23	(2208.26)	(2954.93)
Particulars	FY:2014-15	FY:2013-14	FY:2012-13																		
Total Income	27223.95	27613.85	27338.13																		
EBIDT	1678.20	(695.66)	(1618.30)																		
Profit before tax	751.00	(2610.73)	(3156.32)																		
Profit after tax	1554.23	(2208.26)	(2954.93)																		
v. Export performance	FOB value of Exports ₹3.41 lacs: FY 2014-15.																				
vi. Foreign Investments or collaboration, if any.	None																				
<b>II. Information about the Managerial Personnel</b>	Mr. G.P. Goenka (DIN 00030302)																				
i. Background Details	Kindly see explanatory statement to Item no.-5.																				
ii. Past Remuneration	I. Salary & Allowances a) Basic Salary: ₹4,00,000 per month; b) House Rent Allowance: ₹75,000/- per month; c) Special Allowance: ₹30,000/- per month. II. Perquisites a) Medical: Maximum of 3 months' salary in a block of three years. b) Leave Travel Assistance: Maximum of 2 months' salary per annum. c) Premium of personal accident insurance for a sum assured of ₹One Crore. d) Two cars with drivers & residential telephone facility for official purposes. e) Provident Fund, Gratuity, Leave encashment etc. as per the company rules. III. Commission Commission in respect of each financial year as may be decided and determined by the Board of Directors of the company from time to time subject to the condition that aggregate remuneration paid to Mr. Goenka shall not exceed the limit prescribed under the Companies Act, 1956.																				
iii. Recognition or awards	Mr. Goenka served as President of FICCI during the period 1999-2000.																				
iv. Job profile and his suitability	Mr. Goenka's job profile, inter-alia, includes strategic and financial planning, policies formulation, management & administration, acquisitions and expansion etc. subject to the supervision and control of the Board of Directors. As Mr. Goenka is an experienced entrepreneur in the Industry having expertise in corporate planning & strategy, management and leadership, acquisitions and expansion, areas entrusted to him are best suited considering his corporate experience.																				
v. Remuneration Proposed	Kindly see explanatory statement to Item no.-5																				
vi. Comparative remuneration profile with respect to Industry	Around ₹12-15 lacs per month.																				
vii. Pecuniary relationship	Promoter director of the company apart from drawing salary for services rendered to the company as an Executive Director.																				
<b>III. Other Information:</b>																					
i. Reason for loss or inadequate profits:	The industry is saddled with excess capacity.																				
ii. Steps taken or proposed to be taken for improvements	In view of consistent economic growth, the excess capacity is expected to be absorbed by the market in a short period.																				
iii. Expected increase in productivity and profits in measurable terms:	The company is expected to perform much better and earn reasonable profit.																				
<b>IV. Disclosures</b>																					
Remuneration Package	Kindly see explanatory statement to Item no.-5																				

#### Item No. 6 & 7

At the 62nd AGM of the company held on 20th Sept. 2000, pursuant to Section 293(1)(d) of the Companies Act, 1956, Members approved to authorize the Board of Directors, by way of Ordinary Resolution, to borrow monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, provided that the total outstanding amount so borrowed would not exceed ₹300 Crores at any point of time

Similarly, at the 66nd AGM of the company held on 31st Aug., 2004, pursuant to Section 293(1)(a) of the Companies Act, 1956, Members approved to authorize the Board of Directors, by way of Ordinary Resolution, to mortgage and/or create charge on all or any of the present or future assets of the company and whole/ part of the undertaking of the company etc.

Now, under Section 180 of the Companies Act, 2013, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

Subsequently, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated 25th March, 2014 clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and/or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act.

It is, therefore, proposed to obtain the consent of the shareholders, by way of a Special Resolution, to enable the company to borrow funds up to ₹300 Crores as approved earlier and creation of a mortgage, pledge, lien, hypothecation or charge for the said borrowing.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in these resolutions. The Board recommends the Special Resolutions set out in Item No. 6 & 7 of the Notice for approval by the shareholders.

#### Item No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of ₹0.50 lac plus applicable taxes and out-of-pocket expenses of Cost Auditors to conduct the audit of the cost records of the company for the financial year 2015-16.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, in the resolution set out at Item No. 8 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

**Details of directors seeking appointment/ re-appointment (pursuant to Clause 49 of the Listing Agreement)**

<b>Name</b>	<b>Mr. G.P. Goenka (DIN:00030302)</b>	<b>Ms. Savita L. Acharya (DIN:07038198)</b>	<b>Mr. Shrivardhan Goenka (DIN:00030375)</b>
Date of Birth	11th Oct., 1940	18th Dec., 1972	9th August, 1975
Date of Appointment	14th May, 1986	31st March, 2015	9th September, 2002
Qualifications	B. Sc.	Chartered Accountant	B.Com., MBA (USA)
Expertise in specific functional area	General Business Management	Finance, Tax & Management	General Business Management
Directorship in other companies	i) Duncan Indus tires Ltd. ii) Energy Development Co. Ltd iii) NRC Ltd. iv) Jay Shree Tea & Industries Ltd. v) Stone India Ltd. vi) Unimers India Ltd.	i) NRC Ltd. ii) Stone India Ltd. iii) Duncan Industries Ltd.	i) Duncan Indus tires Ltd. ii) ISG Traders Ltd. iii) Duncan Tea Ltd. iv) Odyssey Travels Ltd. v) Stone India Ltd.
Chairmanship/Membership of committees* of other companies (includes only Audit Committee and Stakeholders' Relationship Committee)	-	Audit Committee: i) Stone India Ltd. ii) Duncan Industries Ltd.	-
Shares held in Star Paper Mills Ltd.	Nil	Nil	45500



**STAR PAPER MILLS LIMITED**  
**CIN-L21011WB1936PLC008726**

Registered Office: Duncan House, 2nd Floor, 31 Netaji Subhas Road, Kolkata – 700 001.  
Ph: (033) 22427380-83, Fax: (033) 22427383, E-mail: star.cal@starpapers.com, Web: starpapers.com

**ATTENDANCE SLIP**

Name of the Member(s):.....

Address:.....

Folio No./ Client ID:.....

I/We hereby record my/our presence at the 76th Annual General Meeting of the company at Kalakunj (Kalmindir Basement), 48 Shakespeare Sarani, Kolkata-700017 on Thursday 24th Sept., 2015 at 10:30 a.m.

Signature of the attending Member/Proxy.....

Notes:-

1. Please read the instructions to exercise e-voting option given under Notice calling 76th AGM of the company.
2. Member/Proxy wish to attend the meeting must handover the Attendance Slip at the entrance duly signed.
3. Members are requested to bring their copies of the Annual Report at the Annual General Meeting as no extra copy will be supplied.

**STAR PAPER MILLS LIMITED****CIN-L21011WB1936PLC008726****Registered Office:** Duncan House, 2nd Floor, 31 Netaji Subhas Road, Kolkata – 700 001.  
**Ph:** (033) 22427380-83, **Fax:** (033)22427383, **E-mail:** star.cal@starpapers.com, **Web:** starpapers.com**Form No. MGT-11  
PROXY FORM**

Folio No./ Client ID.....

Name of the Member(s).....

Registered Address.....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:-

1. Name.....

Address.....

E- Mail ID.....Or failing him.

2. Name.....

Address.....

E- Mail ID.....Or failing him.

3. Name.....

Address.....

E- Mail ID.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 76th Annual General Meeting of the company to be held on Thursday, 24th Sept., 2015 at 10:30 a.m. at Kalakunj (Kalmamdir Basement), 48 Shakespeare Sarani, Kolkata-700017 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions	Vote		
		For	Against	Abstain
<b>ORDINARY BUSINESS-</b>				
1	Adoption of the financial statements and reports thereon for the year ended 31st March, 2015			
2	Re-appointment of Mr. Shrivardhan Goenka (DIN 00030375) as Director			
3	Appointment of M/s Lodha & Co., Chartered Accountants as Auditors of the Company			
<b>SPECIAL BUSINESS-</b>				
4	Appointment of Ms. Savita L. Acharya (DIN 07038198) as an Independent Director			
5	Appointment of Mr. G.P. Goenka (DIN 00030302) as an Executive Director			
6	Approval of Borrowing limits of the company			
7	Creation of mortgage and/or charges on all or any of the assets of the company			
8	Approval of remuneration of the cost auditors for FY 2015-16			

Signed this.....day of.....2015.

.....  
Signature of the MemberAffix Revenue  
Stamp.....  
Signature of first the Proxy Holder.....  
Signature of second the Proxy Holder.....  
Signature of third the Proxy Holder**Notes:**

1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstained column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.

