



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, email: star.cal@starpapers.com web: starpapers.com

NOTICE TO SHAREHOLDERS

NOTICE is hereby given to the Members that the 79th 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 **Monday 13th August, 2018 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, 2018 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 declare a dividend on Equity shares.
3. 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.

SPECIAL BUSINESS:

4. Re-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 re-appointment of Mr. G.P. Goenka (DIN-00030302), as Executive Director of the company designated as 'Executive Chairman' with effect from 20th May, 2018 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/change the terms and conditions of the said appointment including remuneration in such manner as may be agreed to between the Board of Directors and Mr. G.P. Goenka subject to the provisions of the Companies Act, 2013."

"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."

5. To approve the remuneration of the Cost Auditors for FY 2018-19.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **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 2018-19, be paid remuneration of Rs 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

Kolkata

21st May, 2018

Registered Office:

Duncan House, 2nd Floor

31 Netaji Subhas Road

Kolkata – 700 001

CIN:L21011WB1936PLC008726

SAURABH ARORA

Company Secretary

NOTES:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business item Nos. 4 and 5 are annexed hereto. The relevant details as required under Listing Regulations of persons seeking re-appointment as Director under item nos. 3 and 4 of the Notice is 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 Monday 6th Aug., 2018 to Monday, 13th Aug., 2018 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, 2013, all unclaimed dividends for the period upto and including the year ended 31st March, 2010 have been transferred to the Investor Education and Protection Fund of the Central Government. Further, pursuant to IEPF (Accounting, Audit, Transfer & Refund) Rules, 2016, the company has also transferred shares to IEPF Authority in respect of unclaimed/unpaid dividend already transferred to IEPF fund. Shareholders can claim the above shares and/or dividend from the IEPF Authority by following the prescribed procedure
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 2017-18 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:

(A) In case a Member receives an e-mail from KARVY for AGM Notice and Annual Report [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:

- i) Launch internet browser by typing the URL: www.evoting.karvy.com
- ii) Members can cast their vote online from Friday, 10th Aug., 2018 at 9:00 A.M. (IST) to Sunday, 12th Aug., 2018, at 5:00 P.M (IST).
- iii) Enter the login credentials (i.e., user-id & password) . In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iv) After entering these details appropriately, click on "LOGIN".
- v) 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.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'E-voting Event No.' of Star Paper Mills Ltd.
- viii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x) 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.
- xi) Once you 'CONFIRM', you will not be allowed to modify your vote.
- xii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- 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 6th Aug., 2018 may obtain the User ID and password thru email request to evoting@karvy.com or may call Karvy's toll free number -1800-3454-001.
- In case of any query or grievance, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> or contact at evoting@karvy.com or toll free number as given above.
- xiv) Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution together with specimen signature of authorised signatory who is authorised to vote to the Scrutinizer through e-mail to debabrata@ddc.org.in with copy to evoting@karvy.com.
- (B) In case Members receiving physical copy of AGM Notice and Annual Report [for Members whose email IDs are not registered with the Company/ Depository Participants (s)]:
- E-Voting Event Number (EVEN), User ID and Password are provided in covering letter.
 - Please follow all steps from Sl. No. (i) to (xiv) above to cast your vote by electronic means.

Others details:

- 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 6th Aug., 2018.
- Mr. 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.
- The results declared along with the Scrutinizer Report shall be placed on company's website www.starpapers.com and on KARVY website www.evoting.karvy.com & will be communicated to the Stock Exchanges.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 13th Aug., 2018.

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

The members may recall that at the 76th Annual General Meeting (AGM) of the company held on 24th Sept., 2015, approval was accorded to the appointment of Mr. Mr. G.P Goenka (DIN: 00030302), as Executive Director of the company for a period of three (3) years with effect from 20th May, 2015 on such terms and conditions including remuneration as given in the Explanatory Statement of 76th AGM. This appointment term of Mr Goenka has expired on 19th May, 2018.

Considering Nomination and Remuneration committee recommendations and Mr. Goenka's vast experience of over 54 years in management, strategic planning, acquisitions and expansion, administration etc and long association with the company since 1986, the Board of Directors in its meeting held on 8th Feb., 2018 re-appointed Mr. G.P Goenka as Executive Director of the company designated as 'Executive Chairman' subject to shareholders' approval and other statutory approval(s), if required.

The main terms and conditions of appointment of Mr. G.P. Goenka are as under:

A. Remuneration:

- Salary:** Rs.7,00,000/- (Rupees Seven lacs only) per month.
- House Rent Allowance:** Rs.1,25,000/- (Rupees One lac twenty five thousand only) per month.
- Perquisites:** Mr. Goenka shall be entitled to the following perquisites:
 - 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.
 - Leave Travel Assistance:** For himself and his family subject to maximum of 2 months' basic salary per annum.
 - Premium on Personal Accident Insurance:** Premium for Personal Accident Insurance for a sum assured of Rs.1,00,00,000/- (Rupees One Crore only)
 - Club Membership:** Membership fees (not being life-membership fees) plus subscription for two clubs.
 - Telephone :** Actual telephone & mobile expenses at office and residence for official purposes.
 - Company's car for official use:** Two motor cars with drivers to be used for company's business.
 - Entertainment Expenses:** Actual expenses incurred for official purposes.
 - Provident Fund:** The Company's contributions to provident fund as per rules of the Company.
 - Earned/Privilege leave:** Earned/Privilege leave on basic pay as per the rules of the Company.
 - Gratuity:** Gratuity as per rules of the company.
- 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.
- 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 recommends the Resolution at Item No. 4 to be passed as special resolution.

Item No. 5

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the appointment and remuneration of Rs.0.50 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 2018-19.

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 & Risk Management 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors/ KMPs are concerned or interested, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Details of directors seeking appointment/ re-appointment (pursuant to SEBI Listing Regulations, 2015)

Name	Mr. G.P Goenka (DIN:00030302)	Mr. Shrivardhan Goenka (DIN:00030375)
Date of Birth	11 th Oct., 1940	9 th August, 1975
Date of Appointment	14 th May, 1986	9 th September, 2002
Qualifications	B. Sc.	B.Com., MBA (USA)
Expertise in specific functional area	General Business Management	General Business Management
Directorship in other companies	i) Duncan Indus tires Ltd. ii) Energy Development Co. Ltd iii) NRC Ltd. v) Stone India Ltd.	i) Duncans Tea Ltd. ii) Odyssey Travels Ltd.
Chairmanship/Membership of committees* of other companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Stakeholders' Relationship committee (Stone India Ltd)	Audit Committee (Duncans Tea Ltd)
Shares held in Star Paper Mills Ltd.	Nil	45500



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ATTENDANCE SLIP

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

Address:.....

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

I/We hereby record my/our presence at the 79th Annual General Meeting of the company at Kalakunj (Kalmandir Basement), 48 Shakespeare Sarani, Kolkata-700017 on Monday 13th Aug., 2018 at 10.30 AM.

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

Notes:-

- i) Please read the instructions to exercise e-voting option given under Notice calling 79th AGM of the company.
- ii) Member/Proxy wish to attend the meeting must handover the Attendance Slip at the entrance duly signed.
- iii) Members are requested to bring their copies of the Annual Report at the Annual General Meeting as no extra copy will be supplied.



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Form No. MGT-11 PROXY FORM

Folio No./ Client ID.....

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

Registered Address.....

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

1. Name.....

Address.....

E-mail Id.....

Signature.....Or failing him.

2. Name.....

Address.....

E-mail Id.....

Signature.....Or failing him.

3. Name.....

Address.....

E-mail Id.....

Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 79th Annual General Meeting of the company to be held on Monday 13th Aug., 2018 at 10.30 AM at Kalakunj (Kalmandir 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
ORDINARY BUSINESS-				
1	Adoption of the financial statements and reports thereon for the year ended 31 st March, 2018			
2	Declaration of dividend on equity shares			
3	Re-appointment of Mr. Shrivardhan Goenka (DIN 00030375) as a Director			
SPECIAL BUSINESS-				
4	Re-appointment of Mr. G.P. Goenka (DIN 00030302) as an Executive Director of the company			
5	Approval of remuneration of the cost auditors for FY 2018-19			

Signed this.....day of.....2018.

Signature of the Member

Affix Revenue
Stamp

Signature of first Proxy Holder

Signature of second Proxy Holder

Signature of third Proxy Holder

Notes:

- 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.
- 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.
- 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.

