



# POORNIMA & ASSOCIATES

COMPANY SECRETARIES

Phone No: 9045165133

Email id: cspoonima18@yahoo.com

Address: Gurudwara Road Near Ashutosh Mandir Saharanpur 247001 In

**Annual Secretarial compliance report  
of M/s Star Paper Mill Limited  
for the year ended 31<sup>st</sup> March, 2022  
(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015)**

I, **Poornima Yadav**, Practicing Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by **[Star Paper Mills Limited]** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) Website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable during the review period)**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





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(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(not applicable during the review period)**

(e) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **(not applicable during the review period)**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable during the review period)**

(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(not applicable during the review period)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;

(j) other regulations as applicable and circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of Practicing Company Secretary)
1.	Regulation 17(1)(a) of SEBI LODR Regulations, 2015- The Board of directors of a listed entity shall have an optimum combination of executive and non-executive directors with <u>at least one woman director</u> and not less than fifty percent of the board	Woman director was not on the Board upto June 24, 2021.	Pursuant to SEBI SOP Circular, a fine of Rs 4,25,000/- plus GST was imposed for the quarter ended 30 <sup>th</sup> June, 2021 both by National Stock Exchange of India Ltd. (NSE) & BSE Ltd. separately. NSE turned-



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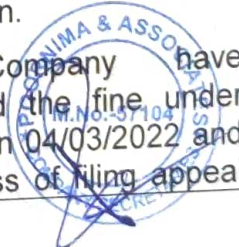
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<p>of directors shall comprise of non-executive directors.</p>		<p>down the company's fine waiver request and consequently fines imposed have been deposited with NSE. The fine-waiver request with BSE is pending as on date.</p> <p>The company has complied with the requirement by appointing a woman director-Mrs. Pragya Jhunjunwala (DIN:02315132) on the Board w.e.f 25th June, 2021.</p>
<p>2. Disclosure under Regulation 30(1) 30(2) read with Regulation 30(3) of the SEBI (Substantial Acquisition of shares &amp; Takeovers) Regulations, 2011 w.r.t their shareholding and voting rights in ISG Traders Limited.</p>	<p>Pursuant to the examination conducted by SEBI, it was alleged that the promoters of ISG Traders Ltd (ISG) had failed to make the necessary disclosures to the Stock Exchange i.e CSE &amp; to the target company. In view of the above reasons, adjudication proceeding was initiated against the promoters of ISG under the provisions of Sec-15 A(b) of</p>	<p>SEBI has imposed a fine of Rs. 3.00 Lacs collectively on 8 Promoters of ISG Traders Ltd. including Star Paper Mills Ltd. vide order dated 24th Jan., 2022 (received on 8th Feb.,2022) even though largest Promoter shareholder of ISG Traders Ltd had been filing the required disclosure in respect of all Promoter Group Companies regularly on annual basis as per the requirement of the law. Further, there are favourable case laws to support the company's contention.</p> <p>The Company have deposited the fine under protest on 04/03/2022 and in process of filing appeal</p>





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	the SEBI Act, 1992	against the above order before Securities Appellate Tribunal (SAT), Mumbai
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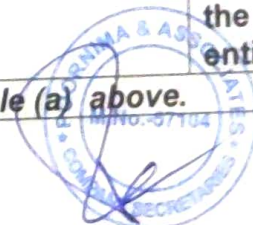
b) The listed entity has maintained proper records under the provision of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.

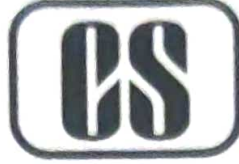
c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid acts/regulations and circulars/guidelines issued thereunder:

Sr No	Action taken by	Details of Violation	Details of action taken eg. fines, warning letter, debarment etc	Observations/ Remarks of the Practicing Company Secretary, if any)
<i>As per details given in Table (a)</i>				

d) The listed entity has taken the following actions to comply with the observation made in previous reports:

Sr No	Observations of the Practicing Company Secretary in the previous report	Observation made in the Secretarial Compliance report for the year ended 31 <sup>st</sup> March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<i>As per details given in Point 1 of Table (a) above.</i>			





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(e) The reporting on compliance of Clause 6(A) and 6(B) of the Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019 issued by SEBI On "Resignation of statutory auditors from listed entities and their material subsidiaries" (not applicable during the review period)



**Poornima Yadav**

**Practicing Company Secretary**

**ACS No.: 57104**

**C P No.: 23245**

**Place: Saharanpur**

**Date: 06/05/2022**

**UDIN: A057104D000280558**