



Date: 09<sup>th</sup> July, 2026

To,  
**BSE Limited**  
**Corporate Relations Department**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai 400 001  
Maharashtra, India

**Scrip Code:** 540575

Dear Sir(s)/Madam(s)

To,  
**National Stock Exchange of India Limited**  
**Listing Department**  
Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051, Maharashtra, India

**Symbol:** STARCEMENT

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Notice of Postal Ballot through remote e-voting**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice through remote e-voting being sent to the Members of the Company.

In compliance with the circulars of the Ministry of Corporate Affairs, the said Postal Ballot Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent as on Friday, **July 03, 2026** ('Cut-off date').

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its Members. The remote e-voting shall commence on Saturday, July 11, 2026 at 09.00 a.m. (IST) and end on Sunday, August 09, 2026 at 05.00 p.m. (IST). The result of Postal Ballot through remote e-voting will be declared on or before August 11, 2026 by 05.00 p.m.

The Postal Ballot notice along with Explanatory Statement is uploaded on the website of the Company at [www.starcement.co.in](http://www.starcement.co.in).

This is for your information and record.

Thanking you,

Yours faithfully,  
**For Star Cement Limited**

**Debabrata Thakurta**  
**Company Secretary**  
**(M. No.: F6554)**

**Encl: a/a**

**STAR CEMENT LIMITED**

Century House, P-15/1 CPT Colony, Taratala Road, Kolkata -700088. Email: [kolkata@starcement.co.in](mailto:kolkata@starcement.co.in)  
Registered Office & Works: Village & PO – Lumshnong, P.S. Khliehriat, District – East Jaintia Hills, Meghalaya – 793210. Phone: 03655-278215/16/18. Fax Number: 03655-278217.  
Email: [lumshnong@starcement.co.in](mailto:lumshnong@starcement.co.in). Website: [www.starcement.co.in](http://www.starcement.co.in)  
ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 CERTIFIED COMPANY.  
CIN : L26942ML2001PLC006663



**STAR CEMENT LIMITED**

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793 210

Corporate Office: 'Century House', 2nd floor, P-15/1, Taratala Road, Kolkata-700 088

Tel: (033) +91-91474-15110; CIN: L26942ML2001PLC006663

E-Mail: [investors@starcement.co.in](mailto:investors@starcement.co.in) ; Website: [www.starcement.co.in](http://www.starcement.co.in)

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**NOTICE OF POSTAL BALLOT**

**To**  
**The Members,**

**NOTICE IS HEREBY GIVEN** to the Shareholders of **STAR CEMENT LIMITED** (“**the Company**”) pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (**collectively the ‘MCA Circulars’**) and pursuant to other applicable provisions of the laws and regulations (including any Statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), that the resolutions as set out in this Notice are proposed for consideration by the members through postal ballot by way of voting through electronic means (**remote e-voting**).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only, to those Members whose e-mail addresses are registered with the Company/ Depositories/ Registrar to an Issue and Share Transfer Agents. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The shareholders would have option to vote only through remote e-voting and voting through physical ballot will not be available. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their



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votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.starcement.co.in](http://www.starcement.co.in)

**The voting through electronic means will commence on Saturday, 11<sup>th</sup> July, 2026 at 9:00 A.M. (IST) and will end on Sunday, 09<sup>th</sup> August, 2026 at 5:00 P.M. (IST).**

Members are requested to read carefully the instructions specified in the postal ballot notice and to cast their vote through the remote e-voting process not later than **5.00 P.M. (IST) on Sunday, 09<sup>th</sup> August, 2026** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned shareholder. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors, has appointed **Mr. Raj Kumar Banthia** (ACS 17190/CP-18428) and failing him **Mr. Manoj Kumar Banthia** (ACS-11470/CP-7596) both of **M/s. MKB & Associates**, a firm of Practicing Company Secretaries (FRN: P2010WB042700), to act as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members opting to vote by postal ballot through electronic means are requested to read carefully the instructions specified in the postal ballot notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot through e-voting will be declared on or before **Tuesday, 11<sup>th</sup> August, 2026 by 5.00 P.M. (IST)** at the Registered Office of the Company. The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website [www.starcement.co.in](http://www.starcement.co.in) and will also be forwarded to the Stock Exchanges where the Company's shares are listed i.e., BSE Limited ("BSE") & National Stock Exchange of India Limited ("NSE") herein after collectively referred to as "**Stock Exchanges**". A copy of the result will also be forwarded to National Securities Depository Limited (NSDL), engaged by the Board of the Directors of the Company for facilitating e-voting, for displaying these Results on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting i.e. **Sunday, 09<sup>th</sup> August, 2026**.



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**SPECIAL BUSINESS:**

**1. APPROVAL FOR PAYMENT OF REMUNERATION AND INCENTIVE TO MR. TUSHAR BHAJANKA, DEPUTY MANAGING DIRECTOR OF THE COMPANY FROM 1<sup>ST</sup> APRIL, 2026 TO 21<sup>ST</sup> MAY, 2026**

To consider, and if thought fit, to pass the following resolution(s) as a **special resolution**:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee & Board of Directors of the Company and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the consent of the members be and is hereby accorded for payment of remuneration including incentive to Mr. Tushar Bhajanka (DIN: 09179632) Deputy Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2026 to 21<sup>st</sup> May, 2026 on the terms and conditions including remuneration as set out in the explanatory statement and draft supplemental agreement entered into between the Company and Mr. Tushar Bhajanka, which agreement also be and is hereby approved.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for continuation of payment of remuneration to Mr. Tushar Bhajanka, Deputy Managing Director of the Company being a part of promoter Group of the Company notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of Listing Regulations.

**RESOLVED FURTHER THAT,** where in any financial year during the currency of the tenure of Mr. Tushar Bhajanka, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration as set out in the explanatory statement and supplemental agreement as minimum remuneration notwithstanding that such remuneration is in excess of the limits specified in the Act or Listing Regulations (including any statutory modification(s) thereof from time to time).

**RESOLVED FURTHER THAT,** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to do all such things as it may, in its absolute discretion, consider necessary, appropriate, or expedient for giving effect to this Resolution, including resolving any questions, difficulties, or doubts that may arise in connection therewith.”



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**2. APPROVAL FOR CHANGE IN DESIGNATION & RE-APPOINTMENT OF MR. TUSHAR BHAJANKA, DEPUTY MANAGING DIRECTOR AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS FROM 22<sup>ND</sup> MAY, 2026 TO 21<sup>ST</sup> MAY, 2029 AND PAYMENT OF REMUNERATION**

To consider, and if thought fit, to pass the following resolution(s) as a **special resolution**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of the Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the consent of the members be and is hereby accorded for Change in designation of Mr. Tushar Bhajanka (DIN: 09179632) from 'Deputy Managing Director to 'Managing Director & Chief Executive Officer (CEO)' of the Company with effect from 22<sup>nd</sup> May, 2026 and reappoint him for a period of 3 (three) years w.e.f. 22<sup>nd</sup> May, 2026 to 21<sup>st</sup> May, 2029 on the terms and conditions including payment of remuneration and incentive as set out in the explanatory statement annexed to this Notice and forms part of this Notice and as enumerated in the Agreement entered into between the Company and Mr. Tushar Bhajanka, which is also hereby specifically approved and that the approval be also deemed to be under Regulation 17(6)(e) and other applicable provisions of the SEBI Listing Regulations, to the extent applicable.;

**RESOLVED FURTHER THAT**, where in any financial year during the tenure of Mr. Tushar Bhajanka, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration as set out in the explanatory statement and Agreement as minimum remuneration notwithstanding that such remuneration is in excess of the limits specified in the Act or SEBI Listing Regulations (including any statutory modification(s) thereof from time to time).

**RESOLVED FURTHER THAT**, the re-appointment of Mr. Tushar Bhajanka as a Director of the Company immediately on retirement by rotation shall not be deemed to constitute a break in his appointment/service as Managing Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and / or remuneration of Mr. Tushar Bhajanka as it may deem fit and as may be acceptable to him, within the limits approved by the shareholders and permitted under the Companies Act,



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2013, Schedule V and applicable provisions of the SEBI Listing Regulations, and to undertake all such acts, deeds, matters, and things as it may, in its absolute discretion, consider necessary, appropriate, or expedient for giving effect to this Resolution, including resolving any questions, difficulties, or doubts that may arise in connection therewith."

**3. CHANGE IN DESIGNATION OF MR. PREM KUMAR BHAJANKA FROM 'MANAGING DIRECTOR TO VICE CHAIRMAN & MANAGING DIRECTOR'.**

To consider, and if thought fit, to pass the following resolution(s) as a **special resolution**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 196 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the consent of the members be and is hereby accorded for Change in designation of Mr. Prem Kumar Bhajanka (DIN: 00591512), from 'Managing Director to 'Vice Chairman & Managing Director' of the Company w.e.f. 22<sup>nd</sup> May, 2026 for his remaining tenure of appointment, on the existing terms and conditions;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as 'Board' which expression shall include it's Committee thereof or any person(s) authorised by the Board) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

*Registered Office:*  
*Vill: Lumshnong, P.O. Khaliehriat,*  
*Dist. East Jaintia Hills, Meghalaya-793 210*

*By Order of the Board*  
*For Star Cement Limited*

*Place: Kolkata*  
*Date: 22<sup>nd</sup> May, 2026*

*Debabrata Thakurta*  
*Company Secretary*  
*(M. No.: F6554)*



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**NOTES:**

- i. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Regulation 36 of the SEBI Listing Regulations and Secretarial Standards (SS-2) in respect of the Special business set out above are annexed hereto.
- ii. The words "Members" and "Shareholders" are used interchangeably.
- iii. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
- iv. For the purpose of providing remote e-voting facility, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting and enabling the Shareholders to cast their votes electronically.
- v. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at [www.starcement.co.in](http://www.starcement.co.in), websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- vi. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at [www.starcement.co.in](http://www.starcement.co.in) under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office of the Company during business hours Shareholders can inspect the same by writing an e-mail to the Company at [investors@starcement.co.in](mailto:investors@starcement.co.in).
- vii. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Meghalaya and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at [www.starcement.co.in](http://www.starcement.co.in).
- viii. The voting through electronic means will commence on Saturday, 11<sup>th</sup> July, 2026 at 09:00 A.M. (IST) and will end on Sunday, 09<sup>th</sup> August, 2026 at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.



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Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.

- ix. The Members whose e-mail address is not registered with the Company/Depositories, may register, by clicking the link: <https://mdpl.in/> and follow the instructions guided therein or by giving details of folio number, e-mail address and self-attested copy of PAN card to [compliance@mdplcorporate.com](mailto:compliance@mdplcorporate.com) on or before **05:00 p.m. (IST), 24<sup>th</sup> July, 2026**. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Shareholders on or before **05:00 p.m. (IST), 24<sup>th</sup> July, 2026**
- x. In compliance with the MCA circulars, the Postal Ballot notice along with the Explanatory Statement is being sent by electronic mode to those members, whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, 03<sup>rd</sup> July, 2026** whose e-mail Ids are registered with the Company/ Registrar to an Issue and Share Transfer Agent ('RTA') or with the Depository Participants. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 03<sup>rd</sup> July, 2026**.
- xi. Shareholders are not entitled to exercise their vote by proxy on Postal Ballot.
- xii. The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia (ACS 17190/CP-18428) and failing him Mr. Manoj Kumar Banthia (ACS-11470/CP-7596) both of M/s. MKB & Associates, a firm of Practicing Company Secretaries (Firm Registration No. P2010WB042700) as Scrutinizer for conducting the Postal Ballot including E-voting process in a fair and transparent manner.
- xiii. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot including e-voting will be announced by the Chairman or by any Director of the Company, as may be authorized by the Chairman on or before **Tuesday, 11<sup>th</sup> August, 2026, by 5.00 P.M (IST)** at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company at [www.starcement.co.in](http://www.starcement.co.in), besides communicating to the Stock Exchanges where the shares of the Company are listed. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e., **Sunday, 09<sup>th</sup> August, 2026**. The Scrutinizer's decision on the validity of electronic voting shall be final.
- xiv. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Star Cement Limited, 'Century House', 2nd floor, P-



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15/1, Taratala Road, Kolkata-700 088 or at email: [investors@starcement.co.in](mailto:investors@starcement.co.in) or any query pertaining to electronic voting may be addressed to **Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051** or at email: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in).

### Voting through electronic means:

- i. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members
- ii. The business set out in the Notice may be transacted through electronic voting system. Member(s) desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. **The voting through electronic means will commence on Saturday, 11<sup>th</sup> July, 2026 at 09:00 A.M. (IST) and will end on Sunday, 09<sup>th</sup> August, 2026 at 05:00 P.M. (IST).** The members will not be able to cast their vote electronically beyond the date and time mentioned above.

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id,



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securities in demat mode with NSDL.

PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.







### STAR CEMENT LIMITED

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	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp;</li></ol>



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	Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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### **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically on NSDL e-Voting system.



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### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@starcement.co.in](mailto:investors@starcement.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@starcement.co.in](mailto:investors@starcement.co.in) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**IV.** E-voting starts on Saturday, 11th July, 2026 at 09:00 A.M. (IST) and will end on Sunday, 09th August, 2026 at 05:00 P.M. (IST), when e-voting will be blocked by NSDL.

**V.** There will be one vote for every Client ID No. / Registered Folio No. irrespective of the joint holders

All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Sunday, 09th August, 2026.



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### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102, 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER READ WITH REGULATION 36 OF THE SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS AND SECRETARIAL STANDARDS (SS-2)

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#### ITEM NO. 1 & 2

Mr. Tushar Bhajanka was appointed on the Board of the Company on 08<sup>th</sup> August, 2023 as the Deputy Managing Director of the Company and his appointment was regularized by the shareholders in the Annual General Meeting held on 28<sup>th</sup> September, 2023.

Further, the Board of Directors of the Company ("the Board") in its meeting held on 22<sup>nd</sup> May, 2026, had approved the change in designation of Mr. Tushar Bhajanka from Deputy Managing Director to Managing Director and Chief Executive Officer with effect from 22<sup>nd</sup> May, 2026 and re-appointment of Mr. Tushar Bhajanka, as Managing Director & CEO, of the Company, subject to the approval of Shareholders of the Company, for a period of 3 years w.e.f. 22<sup>nd</sup> May, 2026 to 21<sup>st</sup> May, 2029 on the terms and conditions including remuneration as recommended by the Nomination & Remuneration Committee and approved by the Audit Committee ("the Committee") of the Board. It is proposed to seek the Shareholders' approval for the change in designation, re-appointment and remuneration payable to Mr. Tushar Bhajanka, Managing Director & CEO of the Company, in terms of the provisions of the Act.

Mr. Tushar Bhajanka was withdrawing salary from Star Cement North East Limited, Material Subsidiary of the Company, hence he was not withdrawing any remuneration from the Company. The Board in its meeting held on 22<sup>nd</sup> May, 2026 has also approved the remuneration of ₹3,00,00,000 per annum to Mr. Tushar Bhajanka with effect from 1<sup>st</sup> April, 2026 and incentive of upto 2% of the Consolidated Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) [before charging incentive, if any] of the Company for the Financial Year 2026-27 and onwards during the currency of his existing term of appointment as Deputy Managing Director ending on 22<sup>nd</sup> May, 2026. Accordingly, the Company proposes to pay remuneration for the period from 1<sup>st</sup> April, 2026 to 22<sup>nd</sup> May, 2026, to Mr. Tushar Bhajanka, Deputy Managing Director of the Company, therefore being placed before the Members for their approval. Mr. Tushar Bhajanka shall not be entitled to stock options, sitting fees for attending meetings of Board or its Committees.



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Upon approval of the Members, the remuneration shall be effective from 1st April, 2026 and the same remuneration & incentive shall continue to apply during the proposed re-appointment term commencing from 22<sup>nd</sup> May, 2026 to 21<sup>st</sup> May, 2029.

In the event of inadequacy or absence of profits in any financial year, during the tenure of Mr. Tushar Bhajanka, Managing Director & CEO of the Company, the remuneration payable shall be governed by the applicable provisions of Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

Mr. Tushar Bhajanka, aged about 29 years, has been associated with the Company since the year 2023 and has been serving as Deputy Managing Director of the Company since 8th August, 2023. He possesses extensive experience and expertise in Industry, Leadership, Technical, Board procedures and Governance, Operations and Management of the Company. As Deputy Managing Director, Mr. Tushar Bhajanka is entrusted with key responsibilities relating to business development, corporate strategy and financial management under the overall leadership & supervision and control of the Board of Directors. During his association with the Company, he has made significant contributions towards the growth and development of the Company. Considering his experience, leadership capabilities, industry knowledge and continued contribution to the growth of the Company, the Board is of the view that his re-appointment as Managing Director & CEO of the Company, would be in the best interest of the Company and its stakeholders. The Company has received consent from Mr. Tushar Bhajanka in writing to continue to act as the Managing Director & CEO of the Company, for a period of 3 years.

In terms of Section 152(6) of the Companies Act, 2013, Mr. Tushar Bhajanka is eligible for change in designation & re-appointment as Managing Director & CEO, liable to retire by rotation, subject to the approval of the shareholders. However, Proviso to section 196(2) of the Companies Act, 2013, inter-alia, provides that no re-appointment shall be made earlier than one year before the expiry of his term and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment/re-appointment, whichever is earlier. Hence, the Board recommends the change in designation, re-appointment & remuneration payable of Mr. Tushar Bhajanka, Managing Director & CEO, be approved by way of special resolution.



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Pursuant to Regulation 17(6)(e) of Listing Regulations, the fees or remuneration payable to Executive Directors who are promoters or members of promoters group, shall be subject to approval of the shareholders by special resolution in general meeting if annual remuneration payable to such executive director exceeds ₹ 5 Crores or 2.5% of net profits, whichever is higher or where there is more than one such Director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. Therefore, approval of members is sought for continuation of payment of remuneration in case it exceeds the limit specified therein till the expiry of term of Mr. Tushar Bhajanka.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing the candidature of Mr. Tushar Bhajanka, for the office of Director. Mr. Tushar Bhajanka satisfies all conditions set out in subsection (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. Your Directors believe that continued association of him as Directors would be immensely beneficial to the Company.

The supplementary agreement pursuant to the remuneration as mentioned in resolution no. 1 & agreement for re-appointment as Managing Director & CEO as mentioned in resolution no. 2 entered into by the Company and Mr. Tushar Bhajanka, shall be available for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [investors@starcement.co.in](mailto:investors@starcement.co.in) .

Except Mr. Tushar Bhajanka, Mr. Prem Kumar Bhajanka, being father of Mr. Tushar Bhajanka none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 & 2.

The Board of Directors recommends the Special Resolution set out at Item No. 1 & 2 of the Notice for your approval by the shareholders

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting and Statement pursuant to provisions of Schedule V of the Companies Act, 2013 are annexed with this notice.



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**ITEM NO. 3**

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 22<sup>nd</sup> May, 2026 has approved the change in the designation of Mr. Prem Kumar Bhajanka (DIN: 00591512) from ‘Managing Director’ to ‘Vice Chairman & Managing Director’ of the Company with effect from 22<sup>nd</sup> May, 2026 for his remaining tenure, on the existing terms and conditions subject to the approval of the shareholders.

Except Mr. Prem Kumar Bhajanka, Mr, Tushar Bhajanka being son of Mr. Prem Kumar Bhajanka none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3.

The Board of Directors recommends the Special Resolution set out at Item 3 for your approval as a Special Resolutions.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

**ANNEXURE TO ITEM NO. 1, 2, & 3 OF THE NOTICE**

**Details of Director seeking re-appointment/ any change in terms of appointment**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting]

<b>Name of the Director</b>	Mr. Tushar Bhajanka	Mr. Prem Kumar Bhajanka
<b>DIN</b>	09179632	00591512
<b>Age (Years)</b>	29	68
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	M-phil in Economics	Commerce Graduate
<b>Experience (years)</b>	Around 7 years	46
<b>Expertise in special functional Area</b>	Industry, Leadership, Technical, Board procedures and Governance, Operations and Management of the Company.	Industry, Leadership, Accounts & Finance, Production, Technical, Logistics, Legal, Sales, Marketing, Branding, Board procedures and Governance



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<b>Date of First Appointment on the Board of the Company</b>	08.08.2023	16.11.2002
<b>Terms &amp; condition of appointment/ re-appointment</b>	Managing Director & CEO for a period of 3 (three) years w.e.f. 22 <sup>nd</sup> May, 2026 till 21 <sup>st</sup> May, 2029, liable to retire by rotation	Vice Chairman & Managing Director up to 31 <sup>st</sup> March, 2027, liable to retire by rotation
<b>Details of remuneration sought to be paid and remuneration last drawn (₹)</b>	<b>Remuneration sought to be paid:</b> ₹ 3,00,00,000 per annum & yearly incentive of upto 2% of the Consolidated Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) [before charging incentive, if any] of the Company for the Financial Year 2026-27 and onwards.  <b>Remuneration last drawn from the company: NIL</b>	<b>Remuneration last drawn from the company:</b> ₹ 1,98,00,000 per annum
<b>Shareholding in the Company [Equity share of face value ₹ 1 each] (as at 31<sup>st</sup> March, 2026)</b>	10,32,041	4,34,99,400
<b>Relationship between the Directors inter se and other Key Managerial Personnel</b>	Son of Mr. Prem Kumar Bhajanka	Father of Mr. Tushar Bhajanka
<b>No. of Board Meetings attended during the year (2026-27)</b>	1	1



**STAR CEMENT LIMITED**

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<b>List of Directorship held in other Companies (excluding Foreign Company)</b>	1. Star Cement North East Limited 2. Star Smart Building Solutions Limited 3. Star Cement Meghalaya Limited	1. Century Plyboards (India) Ltd. 2. Namchic Tea Estate Pvt. Ltd. 3. Auro Sundram Ply and Door Pvt. Ltd. 4. Star Cement Meghalaya Ltd. 5. Century Adhesives & Chemicals Limited 6. Century Float Glass Limited
<b>Membership/ Chairmanships of Committees of Boards of other Companies. (Only Audit Committee and Stakeholders' Relationship Committee have been considered)</b>	Star Cement North East Limited- Member- Audit Committee	Nil
<b>Listed entities from which resigned in past three years</b>	NA	NA

**Statement pursuant to provisions of Schedule V of the Companies Act, 2013 with respect to Item No. 1, 2, & 3 of the Notice**

**I. General Information**

Sl. No.	Particulars	Remarks
1.	Nature of industry	Cement
2.	Date of certificate of commencement of business	19 <sup>th</sup> September, 2002.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable



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4.	Financial performance based on given indicators	For the Financial Year (₹. in Lakhs)		
		2025-26	2024-25	2023-24
	Revenues	2,40,673.02	2,00,621.13	2,93,338.83
	Net Profit/ (Loss) before Tax	19,888.78	(8,477.12)	33,893.88
	Dividend % (Interim Dividend declared and paid twice during the financial year)	100%	Nil	Nil
5.	Export performance and net foreign exchange collaborations, if any	Nil		
6.	Foreign investments or collaborators if any	Nil		

**II. Information about the Appointee**

<u>Sr. No.</u>	<u>Particulars</u>	<b>Mr. Prem Kumar Bhajanka Vice Chairman &amp; Managing Director</b>	<b>Mr. Tushar Bhajanka Managing Director &amp; Chief Executive Officer</b>
1	Background details	<p>Mr. Prem Kumar Bhajanka, Managing Director of the Company is a Commerce Graduate, having more than 46 years of industry experience with excellent site management and project execution skills. He became the Director of the Company in 2002 and appointed as Managing Director in 2021.</p> <p>He has played a key role in execution of Company’s project and its growth. As the Promoter Director of the Company, he is responsible for advising and counselling management on corporate decisions, providing strategic guidance and supervising actively the day-to-day management and administration of the Company.</p>	<p>Mr. Tushar Bhajanka, aged about 29 years is M-phil in Economics from Cambridge University. He is having two years of consulting experience in London. He is responsible for driving overall Operations and Management of the Company.</p>
2	Past remuneration	₹ 1,98,00,000 per annum	NIL
3	Recognition and Awards	NA	NA
4	Job profile and his	Mr. Prem Kumar Bhajanka is appointed	Mr. Tushar Bhajanka is appointed



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	suitability as Director	as the Vice Chairman & Managing Director of the Company. He possesses multiple skill sets to head various departments such as Finance, Marketing and Business Operations.	as the Managing Director & CEO of the Company. He is responsible for driving overall Operations and Management of the Company.
5	Remuneration proposed	₹ 1,98,00,000 per annum	₹ 3,00,00,000 per annum & yearly incentive of upto 2% of the Consolidated Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) [before charging incentive, if any] of the Company for the Financial Year 2026-27 and onwards.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The salary payable to Mr. Prem Kumar Bhajanka is in line with current industry standards.	The salary payable to Mr. Tushar Bhajanka is in line with current industry standards.
7	Pecuniary relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, dividend, if any on the equity shares held by them in the Company, Mr. Prem Kumar Bhajanka do not have any other pecuniary relationship with the Company. Mr. Prem Kumar Bhajanka, is father of Mr. Tushar Bhajanka, Managing Director & CEO of the Company. Except as aforesaid, neither of them is related to any Director, Key Managerial Personnel or other managerial personnel of the Company.	Apart from receiving managerial remuneration & incentive proposed and dividend, if any, on the equity shares held by them in the Company, Mr. Tushar Bhajanka do not have any other pecuniary relationship with the Company. Mr. Tushar Bhajanka is son of Mr. Prem Kumar Bhajanka, Vice Chairman & Managing Director of the Company. Except as aforesaid, neither of them is related to any Director, Key Managerial Personnel or other managerial personnel of the Company.



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**III. Other Information**

Sl. No.	Particulars	Remarks
1.	Reasons of loss or inadequate profits	At present, the Company has adequate profits. However, the future profitability of the Company may be impacted by various factors, including the prevailing domestic and global economic conditions, demand-supply dynamics in the cement industry, fluctuations in raw material prices, energy cost, market conditions and other external factors beyond the Company's control, which may result in inadequacy of profits during the currency of his tenure.
2.	Steps taken during the year for improvement	The Company believes that it is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths: <ol style="list-style-type: none"><li>1. Expansion of capacity</li><li>2. New projects</li><li>3. Strong Human Resource</li><li>4. State-of-the-art technology and infrastructure</li><li>5. Strong Management Team</li><li>6. Aggressive branding</li></ol>
3.	Expected increase in productivity and profits in measurable terms	The Company has taken initiatives to improve the position of the Company as against its competitors and will continue in its endeavor to improve profitability.

**Registered Office:**  
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**By Order of the Board  
For Star Cement Limited**

**Place: Kolkata**  
**Date: 22<sup>nd</sup> May, 2026**

**Debabrata Thakurta**  
**Company Secretary**  
**(M. No.: F6554)**