

Ref:

Date:

Dated: 25th September, 2015

To
The Chairman
Star Paper Mills Limited
31, Netaji Subhas Road,
Kolkata – 700 001

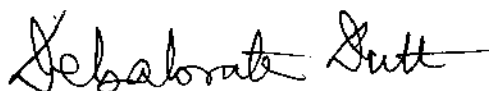
Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the 76th Annual General Meeting of Star Paper Mills Limited held on 24th September, 2015.

Dear Sir,

Please find enclosed herewith The Scrutinizer's Report dated 25th September 2015 on the "Remote E-Voting" and "Voting through Ballot at the meeting", in respect of the 76th Annual General Meeting of Star Paper Mills Limited held on 24th September 2015.

Thanking you,

For D. Dutt & Co.
Company Secretaries



DEBABRATA DUTT

Proprietor

FCS - 5401

Scrutinizer for and in respect of the Remote E-Voting and voting through Ballot at the AGM of Star Paper Mills Limited related to their 76th AGM held on 24.09.2015.

Encl: As above



Ref:

Date:

Dated: 25th September, 2015

To
The Chairman
Star Paper Mills Limited
21, Netaji Subhas Road,
Kolkata – 700 001

Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the meeting", in respect of the resolutions contained in the notice of the 76th Annual General Meeting of Star Paper Mills Limited held on 24th September 2015

Dear Sir,

(A) I have been appointed as the Scrutinizer by the Board of Directors of Star Paper Mills Limited (hereinafter referred to as 'the Company') at their meeting held on 14th August 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Standard Listing Agreement(s) with Stock Exchanges, to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the 76th Annual General Meeting(hereinafter referred to as 'AGM' / 'said AGM'), for and in respect of all the EIGHT Resolutions, as mentioned herein below and as contained in the notice of the said AGM.

(B) I have consented to act as Scrutinizer and have accepted the said appointment in terms the provisions of Section 108 of the Companies Act, 2013 read with the relevant rules thereof and in accordance with the provisions of Clause 35B of the Standard Listing Agreement(s) with Stock Exchanges. I have conducted the scrutiny of the aforesaid Remote E-Voting and Voting through Ballot at the said AGM, in respect of all the EIGHT Resolutions and submit my report hereunder:

i. As per the information and documents provided to me by the officers of the Company, it appeared that the Company has completed despatch of the Annual Report containing inter-alia the relevant notice dated 14th August, 2015 along with Explanatory Statement pursuant to Section 102 of the Companies Act 2013 convening the said AGM, to the members of the Company by Courier on 2nd September, 2015. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the said AGM has been placed on the website of the Company (www.starpapers.com).

ii. The relevant notice of the said AGM, mentioned inter-alia that members were 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 the said 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.

iii. I have been shown by the officers of the company that a public notice by way of newspaper advertisement has been published in "The Financial Express" and in "Aajkal" both on 04.09.2015 containing the information as required by Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014.

iv. That to the best of my understanding the portal i.e., <https://www.evoting.karvy.com>, where Remote E-Voting process was provided for EVEN 1954 was blocked at or before 9.00 A.M. on 21st September 2015 from which time the voting commenced.

v. That after the discussions on the EIGHT Resolutions at the said AGM were over, a facility for casting the vote by physical ballot papers at the venue of the said AGM was provided to those members who had not casted their vote through E-voting process and wanted to cast their votes by physical ballots in the Form MGT-12 as stipulated in Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014.

vi. That the said Remote E-Voting at portal <https://www.evoting.karvy.com>, was unblocked by me at 1.14 P.M. on 24th September, 2015 i.e. after the voting by physical ballots were completed. The said Remote E-voting was unblocked by me in the presence of the following persons;

a. Mr. Rajib Kundu

b. Mr. Susanta Mahapatra

who are not in the employment of the Company and who have put their signatures alongside their names as above.

vii. The results, containing the detail of votes cast by Remote E-Voting mode has been provided to me by Karvy Computershare Pvt. Ltd. the agency appointed by the Company which has provided and maintained the Remote E-Voting Platform for the aforesaid Remote E-Voting, in respect of all the aforesaid EIGHT Resolutions.

viii. The relevant details of the aforesaid Remote E-Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2014 read with Section 108 of the Companies Act, 2013 and are available as on this day at the website <https://www.evoting.karvy.com>.

ix. The cut-off date for determining eligibility to cast vote was on 17th September, 2015 and such persons who were the members of the company as on the said cut-off date were entitled to cast their vote either by Remote E-Voting or through Ballot at the said AGM on the relevant resolutions.

(C) The details of voting, through Remote E-Voting and through Ballot at the said AGM, in respect of the said EIGHT Agenda Items are as hereunder:



ORDINARY BUSINESS:

Item No. 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.

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	10	8149908	8149908	92.0903
Through Ballot	1	700000	700000	7.9097
Total	11	8849908	8849908	100.0000

ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	0	0	0	0
Through Ballot	0	0	0	0
Total	0	0	0	0

iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

Item No. 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.

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	9	8149871	8149871	92.0899
Through Ballot	1	700000	700000	7.9097
Total	10	8849871	8849871	99.9996



ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	1	37	37	0.0004
Through Ballot	0	0	0	0
Total	1	37	37	0.0004

iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

Item No. 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.”

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	9	8149871	8149871	92.0899
Through Ballot	1	700000	700000	7.9097
Total	10	8849871	8849871	99.9996

ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	1	37	37	0.0004
Through Ballot	0	0	0	0
Total	1	0	37	0.0004



iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

SPECIAL BUSINESS**Item No. 4**

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

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	9	8149873	8149873	92.0899
Through Ballot	1	700000	700000	7.9097
Total	10	8849873	8849873	99.9996

ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	1	35	35	0.0004
Through Ballot	0	0	0	0
Total	1	35	35	0.0004

iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast



Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

Item No. 5

Appointment of Mr. G.P. Goenka (DIN: 00030302) as an Executive Director of the company and 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.”

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	8	8149836	8149836	92.0895
Through Ballot	1	700000	700000	7.9097
Total	9	8849836	8849836	99.9992

ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	2	72	72	0.0008
Through Ballot	0	0	0	0
Total	2	72	72	0.0008

iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil



Item No. 6

To approve Borrowing limits of the Company and 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 Rs. 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.”

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	9	8149873	8149873	92.0899
Through Ballot	1	700000	700000	7.9097
Total	10	8849873	8849873	99.9996

ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	1	35	35	0.0004
Through Ballot	0	0	0	0
Total	1	35	35	0.0004

iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil



Item No. 7

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

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	9	8149873	8149873	92.0899
Through Ballot	1	700000	700000	7.9097
Total	10	8849873	8849873	99.9996

ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	1	35	35	0.0004
Through Ballot	0	0	0	0
Total	1	35	35	0.0004



iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

Item No. 8

To approve the remuneration of the Cost Auditors for FY 2015-16 and 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.”

i. Voted in favour of the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	9	8149871	8149871	92.0899
Through Ballot	1	700000	700000	7.9097
Total	10	8849871	8849871	99.9996

ii. Voted against the resolution:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast
Remote E-Voting	1	37	37	0.0004
Through Ballot	0	0	0	0
Total	1	37	37	0.0004

iii. Invalid Votes:

Model of Voting	No. of Voters (folios)	No. of Votes cast (One Shares, one vote basis)	Number of valid votes cast	% of total number of valid votes cast

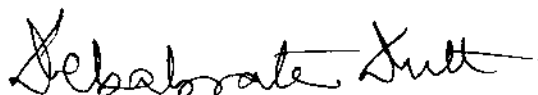


Remote E-Voting	N/A	N/A	N/A	N/A
Through Ballot	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

(D) A comprehensive chart showing the details of votes cast through Remote E-Voting and voting through Ballot at the AGM of the Company is attached with this report as Annexure - A.

(E) The Register, all other papers and relevant records relating to Remote E-Voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and the same will be handed over to the Company Secretary for safe keeping.

FOR D. DUTT & CO.
COMPANY SECRETARIES



DEBABRATA DUTT
FCS - 5401
CP - 3824

Scrutinizer for and in respect of the Remote E-Voting and voting through Ballot at the AGM of Star Paper Mills Limited related to their 76th AGM held on 24.09.2015.



"Annexure - A"

SUMMARY STATEMENT

Star Paper Mills Limited

Voting by ballots at the Annual General Meeting held on 24.09.2015

Remote E-Voting during the period from

9.00 a.m. on 21.09.2015 to 5.00 p.m. on 23.09.2015

Comprehensive results of Remote E-Voting and Voting through Ballot at the AGM

Resolution No	No. of Votes	No. of Shares / Votes held	No. of Shares / Votes exercised	No. of Shares / Votes exercised in favour	No. of Shares / Votes exercised in against	Total % of votes, cast in favour	Total % of votes, cast in against
1	11	8849908	8849908	8849908	0	100.0000	Nil
2	11	8849908	8849908	8849871	37	99.9996	0.0004
3	11	8849908	8849908	8849871	37	99.9996	0.0004
4	11	8849908	8849908	8849873	35	99.9996	0.0004
5	11	8849908	8849908	8849836	72	99.9992	0.0008
6	11	8849908	8849908	8849873	35	99.9996	0.0004
7	11	8849908	8849908	8849873	35	99.9996	0.0004
8	11	8849908	8849908	8849871	37	99.9996	0.0004

