

Star Ferro and Cement Limited

Regd. Office : VIII : Lumshnong, P.O. Khallehriat, Dist. East Jaintia Hills, Meghalaya-793 210 Phone : 03655-278215/16/18, Fax : 03655-278217
Email : info@starferrocement.co.in, Website : www.starferrocement.co.in. CIN : L27310ML2011PLC008564

Annexure - 12

August 2, 2016

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation of Star Ferro and Cement Limited with Star Cement Limited (Formerly Cement Manufacturing Company Limited)

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/~~arrangement/merger/reconstruction/ reduction of capital etc.~~ to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or ~~accompanying a proposed resolution to be passed u/s 100~~ of the Companies Act, it shall disclose:
 - i) the pre and post ~~arrangement or~~ amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent Merchant Banker on share exchange ratio report given by the Chartered Accountants for the company and unlisted company.
 - iii) the Complaint report as per Annexure III.
 - iv) the observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/~~arrangement~~ together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:
www.starferrocement.co.in
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



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- e) The company shall obtain approval of public shareholders in terms of paragraph 9(a) of the SEBI Circular dated 30th November, 2015 by way of resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferee company from the one given in the draft scheme of amalgamation/~~arrangement~~.

For Star Ferro and Cement Limited



Company Secretary & Compliance Officer

