

# Shyam Century Ferrous Limited

Regd. Office. : Vill. : Lumshnong, PO: Khaliéhriat, Dist. East Jaintia Hills, Meghalaya-793 210, Phone No. - 03655-278215/16/18  
Fax : 03655-278217, E-mail : investors@shyamcenturyferrous.com, Website - www.shyamcenturyferrous.com  
CIN-L27310ML2011PLC008578

25<sup>th</sup> February, 2019

The Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra Kurla complex, Bandra-East  
Mumbai-400 051  
Stock code: SHYAMCENT

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001  
Stock code: 539252

Dear Sir(s),

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

With reference to the above, please find enclosed herewith the Postal Ballot Notice (including e voting) along with the Postal Ballot Form ("Notice") as approved by the Board of Directors at their meeting held on 4<sup>th</sup> February, 2019, pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended for seeking approval of the Members of the Company in respect of the business as mentioned therein.

The Notice along with the Explanatory Statement has been despatched to all Members whose email ID's are registered with the Depository Participants or the Registrar and Share Transfer Agent and to the Members whose email ID's are not registered, physical copies has been sent through permissible mode. The cut-off date for sending the Notice has been taken as 8<sup>th</sup> February, 2019.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to its Members. The e-voting period will commence on Tuesday, 26<sup>th</sup> February, 2019 at 9:00 A.M (IST) and end on Wednesday, 27<sup>th</sup> March, 2019 at 5:00 P.M. (IST). The result of the Postal Ballot will be announced on Friday, 29<sup>th</sup> March, 2019.

This is for your information and records.

Thanking you,  
For **Shyam Century Ferrous Limited**

25-02-2019

X

Neha Agarwal  
Company Secretary  
Signed by: NEHA AGARWAL

**Neha Agarwal**  
Company Secretary  
Encl. As stated



**Office & Works** : EPIP, Rajabagan, Byrnihat, Meghalaya-793101, Ph : No. - 9436108851  
**Corporate Office** : Satyam Towers, 3 Alipore road, 1st Floor, Unit No. 9B, Kolkata - 700 027, Ph : No. 033 2448 4169/170/693, Fax : 033 2448 4168  
**Guwahati Office** : C/o Star Cement Limited, Mayur Garden, 2nd Floor, Opp. Rajiv Bhawan, GS Road, Guwahati-781005,  
Ph : 0361 24612215/16/17, Fax : 0361 2462217

# SHYAM CENTURY FERROUS LIMITED

CIN: L27310ML2011PLC008578

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210

Corporate Office: Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700 027

Tel: 033-2448-4693/4170, Fax: 03655-278217, Email: investors@shyamcenturyferrous.com

Website: www.shyamcenturyferrous.com

## NOTICE OF POSTAL BALLOT

To

**The Members,**

**NOTICE IS HEREBY GIVEN** pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 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), to seek approval of the Members of the Company, to the appended resolution through postal ballot (including electronic voting).

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof and postal ballot form is also annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Md. Shah Nawaz, Practicing Company Secretary (Membership no. ACS 21427 and Certificate of Practice no. 15076), as the Scrutinizer to conduct the Postal Ballot including e-voting process in a fair and transparent manner, scrutinize the voting done through postal ballot and e-voting and to submit his report of voting. He has communicated his willingness to be appointed and available for the said purpose.

Members have the option to vote either by postal ballot or through e-voting. Members opting to vote by postal ballot are requested to read carefully the instructions printed on the postal ballot form and return the same, completed and signed in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of working hours (5:00 P.M. IST) on Wednesday, March 27, 2019. Members who opt for e-voting are requested to read carefully the instructions given in the notes forming part of this notice.

Based on the Scrutinizer’s Report, the Results of the Postal Ballot including e-voting will be declared on Friday, March 29, 2019 by 5.30 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.shyamcenturyferrous.com and will also be forwarded to the Stock Exchanges where the Company’s shares are listed i.e. BSE & NSE. 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.

In the event the resolution is passed by requisite majority, the date of passing the resolution will be deemed to be Wednesday, March 27, 2019 viz. the last date of receipt of duly completed postal ballot form or e-voting.

### **SPECIAL BUSINESS:**

#### **1. Continuation of Directorship of Mr. Mangilal Jain as an Independent Director**

*To consider and if, thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:*

“**RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notification dated May 09, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Mangilal Jain, who was appointed as an Independent Director of the Company for a period of 5 years w.e.f. April 01, 2015 and who is above the age of 75 years, for the remaining period of his existing term of Directorship, i.e. upto March 31, 2020 as Independent Director of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient in this regard.”

By Order of the Board  
For **SHYAM CENTURY FERROUS LIMITED**

Place: Kolkata  
Date: February 04, 2019

**Neha Agarwal**  
Company Secretary

**NOTES:**

- i. An explanatory statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
- ii. The Board of Directors of the Company has appointed Md. Shahnawaz, Practicing Company Secretary (Membership no. ACS 21427 and Certificate of Practice no. 15076), as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.
- iii. The Postal Ballot notice is being sent to the members, whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories on Friday, February 08, 2019 and 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, February 08, 2019. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.

**Voting through electronic means:**

- iv. 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 National Securities Depository Limited to provide e-voting facility to its Members.
- v. 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 Tuesday, February 26, 2019 at 9:00 A.M. IST and will end on Wednesday, March 27, 2019 at 5:00 P.M. IST. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- vi. Member(s) desirous of exercising vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the postage prepaid self-addressed envelope to the Scrutinizer not later than the close of working hours on Wednesday, March 27, 2019 at 5:00 P.M. IST. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted. Members can opt for only one mode of voting i.e. either postal ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- vii. The Scrutinizer will submit the consolidated 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 authorised by the Chairman on Friday, March 29, 2019 by 5.30 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 [www.shyamcenturyferrous.com](http://www.shyamcenturyferrous.com) 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 receipt of duly completed Postal Ballot Forms or e-voting i.e. Wednesday, March 27, 2019. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
- viii. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Shyam Century Ferrous Limited, Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700027 or at email: [investors@shyamcenturyferrous.com](mailto:investors@shyamcenturyferrous.com) or any query pertaining to electronic voting may be addressed to Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

I. The process and manner for remote e-voting are as under:

**Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
  - 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\*\*\*).
5. Your password details 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, your ‘initial password’ will be communicated to you on the physical copy of the ballot paper being sent with physical copy of the notice of the Postal Ballot. Initial Password is provided, as follows, at the bottom of the Ballot Paper.
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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.**

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select the ‘EVEN’ (E-Voting Event Number) of Shyam Century Ferrous Limited.

- iv. Now you are ready for e-voting as 'Cast Vote' page opens.
  - v. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
  - vi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - vii. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - viii. 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, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at [csmdshah@gmail.com](mailto:csmdshah@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for members and 'e-voting user manual' available in the downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact :
- (a) Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 at telephone No.022-2499 4545 or toll free No.1800222990 or at e-mail ID [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in).
  - (b) Ms. Neha Agarwal, Company Secretary & Compliance Officer at telephone No.: 033-2448-4693/4170 or at e-mail ID [investors@shyamcenturyferrous.com](mailto:investors@shyamcenturyferrous.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- IV. E-voting starts at 9.00 A.M. (IST) on Tuesday, February 26, 2019 and will end at 5:00 P.M (IST) on Wednesday, March 27, 2019, 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.

#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 1.**

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on May 09, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mr. Mangilal Jain was appointed as an Independent Director w.e.f. April 01, 2015, by the members at their 4th Annual General Meeting of the Company held on September 25, 2015, for a period of 5 years upto March 31, 2020, is above the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of Mr. Mangilal Jain for the remaining period of his term.

Mr. Mangilal Jain contributes effectively in the deliberations of the Board and Committee Meetings. It would be in the interest of the Company to continue the directorship of Mr. Mangilal Jain for his remaining term as a Non-Executive Independent Director.

The Board, in their meeting held on February 04, 2019 based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of Mr. Mangilal Jain, has recommended the resolution for approval of shareholders by way of special resolution.

Except Mr. Mangilal Jain none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board  
For **SHYAM CENTURY FERROUS LIMITED**

Place: Kolkata  
Date: February 04, 2019

**Neha Agarwal**  
Company Secretary

## SHYAM CENTURY FERROUS LIMITED

CIN: L27310ML2011PLC008578

**Regd. Office:** Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210

**Corporate Office:** Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700 027

**Tel:** 033-2448-4693/4170, **Fax:** 03655-278217, **Email:** investors@shyamcenturyferrous.com

**Website:** www.shyamcenturyferrous.com

### POSTAL BALLOT FORM

Serial No.	
Name(s) of Members including Joint holder if any	
Registered address of the Sole First named Member	
Registered Folio No. / DP ID No. & Client ID No.	
Number of shares held	

I/We hereby exercise my/our vote in respect of the following Special Resolution to be passed through Postal Ballot and e-voting for the business stated in the Postal Ballot Notice dated February 04, 2019, issued by conveying my/our assent or dissent to the said Resolution by placing tick mark in the appropriate box below:

Description	No. of equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Continuation of Directorship of Mr. Mangilal Jain as an Independent Director (Non Executive) upto 31st March, 2020.			

Place :

Date :

\_\_\_\_\_  
Signature of the Member

## SHYAM CENTURY FERROUS LIMITED

CIN: L27310ML2011PLC008578

**Regd. Office:** Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210

**Corporate Office:** Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700 027

**Tel:** 033-2448-4693/4170, **Fax:** 03655-278217, **Email:** investors@shyamcenturyferrous.com

**Website:** www.shyamcenturyferrous.com

Members opting to vote through e-voting, instead of voting through the Physical Ballot, may access the e-voting facility through the web link <https://www.evoting.nsdl.com/>. Particulars for e-voting are as under:

### ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given overleaf before exercising the e-vote)

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

**NOTE:** PLEASE READ THE INSTRUCTION CAREFULLY BEFORE EXERCISING YOUR VOTE.

## GENERAL INFORMATION:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by Post. The Members who wish to opt for e-voting are requested to refer the e-voting instructions as mentioned in the notes to the Postal Ballot Notice.
2. Members can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. In case you are opting for vote by e-voting, then please do not vote by Postal ballot and vice versa. In case Members cast their votes both by e-voting and Postal Ballot, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
3. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in physical ballot form to declare the final result for the resolution forming part of the Postal Ballot Notice.
4. A Member desiring to cast their vote by Postal Ballot should complete and sign this ballot form and send it to the Scrutinizer, Md. Shahnawaz, Practicing Company Secretary duly appointed by the Board of Directors of the Company, in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or send by post or courier at the expense of the Member will also be accepted.
5. The Form should be signed by the Member as per the specimen signature registered with the company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one form for every folio/ client id irrespective of number of joint holders. A power of attorney (POA) holder may vote on behalf of the Member, mentioning the registration no. of the POA or enclosing an attested copy of the POA. A member cannot exercise his/her vote by proxy on postal ballot.
6. In case of shares held by the Companies, Bodies Corporate, Trust, Societies etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority letter together with attested specimen signature(s) of the duly authorized signatory (ies).
7. Votes should be cast in case of each resolution, either in favour or against by placing a tick mark (v) in the appropriate column provided in Ballot Form for assent/ dissent.
8. The voting rights of the Shareholders shall be in proportion to their shares of the paid up share capital of the Company as on Friday, February 08, 2019 ("Cut Off Date") as per the Register of the Members of the Company and as informed to the Company by the Depositories in case of beneficial owners.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05:00 P.M. IST) on Wednesday, March 27, 2019. Postal Ballot Forms received after this date will be considered invalid.
10. A Member may request for a duplicate Postal Ballot Form, can write to the Company at Shyam Century Ferrous Limited, Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700 027 or at email: investors@shyamcenturyferrous.com. However the duly filled in and signed duplicate ballot form should reach the scrutinizer not later than the date specified at Sr. No. 9 above.
11. Unsigned, incomplete, improperly or incorrectly tick mark Ballot Form will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Members or the number of votes or as to whether the votes are in favour or against.
12. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all envelopes will be sent to scrutinizer and any other paper found in such envelop would be destroyed by the scrutinizer.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form and other related matters will be final.

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