

# Shyam Century Ferrous Limited

Regd. Office. : Vill. : Lumshnong, PO: Khaliehriat, 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

27th September, 2019

**National Stock Exchange of India Limited**  
**Exchange Plaza, C-1, Block-G**  
**Bandra Kurla Complex, Bandra (E)**  
**Mumbai-400 051**  
**Stock code: SHYAMCENT**

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

**Subject: (i) Proceedings of 8th Annual General Meeting of the Company held on 27th September, 2019 as per Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (ii) Result of Remote e-voting as per Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended and (iii) Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.**

Dear Sirs,

Pursuant to the Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended we are pleased to inform you that 8th Annual General Meeting of the members of the Company duly convened and held on 27th September, 2019 at "Star Club", Vill.: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya-793 210 at 4.00 p.m.

Pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company had provided Remote e-voting facility to the Members of the Company in respect of all items of business as contained in the notice dated 31<sup>st</sup> July, 2019 of the 8th Annual General Meeting. The Remote e-voting commenced on Monday, 23rd September, 2019 from 09:00 a.m. and ended at 05.00 p.m. on Thursday, 26th September, 2019. Mr. Sourav Kedia, a Practising Company Secretary was appointed as Scrutinizer for this purpose.

Mr. Sajjan Bhajanka was elected to the chair of the Annual General Meeting. The business as per Notice of the Annual General Meeting dated 31st July, 2019 was taken up, the requisite quorum remained present throughout the meeting. Total 95 members were present in person or through proxy at the meeting. The Chairman delivered his speech to the shareholders thereafter, he covered the items under Ordinary business as listed under Serial no. 1 to 8 of the Notice as follows:

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- (1) Receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon.
- (2) Appoint a Director in place of Mr. Sajjan Bhajanka (DIN: 00246043), who retires by rotation and being eligible, offers himself for re-appointment.
- (3) Re-appointment of Statutory Auditors
- (4) Re-appointment of Mr. Santanu Ray as an Independent Director
- (5) Re-appointment of Mrs. Plistina Dkhar as an Independent Director
- (6) Ratification of remuneration payable to the Cost Auditors
- (7) Approval of Material Related Party transactions
- (8) Approval of Material Related Party transactions

Mr. Sajjan Bhajanka being interested in businesses at item number (2) handed over the Chair to Mr. Santanu Ray, Director to conduct the proceedings of the meeting for these item of business and he did not took part in the proceedings. Mr. Santanu Ray conducted the proceeding for item no. (2) of the Notice, thereafter Mr. Sajjan Bhajanka resumed the chair.

Mr. Sajjan Bhajanka and Mr. Mangilal Jain being interested in the business at item number (7), therefore, handed over the chair to Mr. Santanu Ray, Director to conduct the proceedings of the meeting for these item of business and he did not took part in the proceedings. Mr. Santanu Ray conducted the proceeding for item no. (7) of the Notice, thereafter Mr. Sajjan Bhajanka resumed the chair.

Further Mr. Sajjan Bhajanka, Mr. Mangilal Jain, Mr. Santanu Ray and Mrs. Plistina Dkhar being interested in the business at item number (8), therefore, they handed over the chair to Mr. Devender Bansal, a member to conduct the proceedings of the meeting for item no. (8) of Notice and they did not took part in the proceedings. Thereafter Mr. Bhajanka resumed the chair after the said item of business was transacted.

The shareholders present at the meeting who could not avail Remote e-voting option were given the opportunity to cast their vote through 'Ballot'. However, shareholders present at the meeting have already exercised Remote e-voting option therefore, none of the shareholders opted to cast their vote through 'Ballot'.

A copy of the Scrutinizer report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as submitted by Mr. Sourav Kedia, Practising Company Secretary is enclosed for your reference and record. Based on the report, the Chairman announced the results and declared that all items of Agenda as contained in the Notice of 8<sup>th</sup> Annual General Meeting have been passed with requisite majority.

In terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the result of e-voting is detailed below in the prescribed format:

**Date of Annual General Meeting** : 27<sup>th</sup> September, 2019

**Total number of members as on 20th September, 2019** : 10,761  
(‘Cut-off date’ for reckoning the voting rights of the Shareholders)

**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,

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## No. of members present in the meeting either personally or through proxy

Promoter and Promoter Group	:	20
Public Shareholders	:	75

## No. of members attended the meeting through Video Conferencing

Promoters and Promoter Group	:	NIL
Public Shareholders	:	NIL

## Details of Agenda:

**Item no. 1.** Receive consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended 31st March, 2019 and the Reports of Directors and Auditors thereon.

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter &amp; Promoter Group</b>	E-Voting	121053155	121053155	100.0000	121053155	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>121053155</b>	<b>100.0000</b>	<b>121053155</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
<b>Public-Institutions</b>	E-Voting	0	Nil	-	Nil	Nil	-	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
<b>Public - Non Institutions</b>	E-Voting	101119835	77758316	76.8972	77754619	3697	99.9952	0.0048
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77758316</b>	<b>76.8972</b>	<b>77754619</b>	<b>3697</b>	<b>99.9952</b>	<b>0.0048</b>
<b>Total</b>		<b>222172990</b>	<b>198811471</b>	<b>89.4850</b>	<b>198807774</b>	<b>3697</b>	<b>99.9981</b>	<b>0.0019</b>

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## Item no.2 Appoint a Director in place of Mr. Sajjan Bhajanka (DIN: 00246043), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : Yes								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-voting	121053155	76574177	0.0000	76574177	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if Applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>76574177</b>	<b>0.0000</b>	<b>76574177</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutional Holders	E-voting		Nil		Nil	Nil		-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
Public-Non Institutions	E-voting	101119835	77758316	76.8972	77758269	47	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77758316</b>	<b>76.8972</b>	<b>77758269</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>154332493</b>	<b>69.465</b>	<b>154332446</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>

## Item no. 3 Re- appointment of Statutory Auditors

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	121053155	121053155	100.0000	121053155	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>121053155</b>	<b>100.0000</b>	<b>121053155</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting	0	Nil		Nil	Nil		-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	101119835	77758316	76.8972	77758269	47	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77758316</b>	<b>76.8972</b>	<b>77758269</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>198811471</b>	<b>89.4850</b>	<b>198811424</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>

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## Item No. 4 Re- appointment of Mr. Santanu Ray as an Independent Director

Resolution Required: Special								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	121053155	121053155	100.0000	121053155	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>121053155</b>	<b>100.0000</b>	<b>121053155</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting		Nil		Nil	Nil		-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	101119835	77758316	76.8972	77754619	3697	99.9952	0.0048
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77758316</b>	<b>76.8972</b>	<b>77754619</b>	<b>3697</b>	<b>99.9952</b>	<b>0.0048</b>
<b>Total</b>		<b>222172990</b>	<b>198811471</b>	<b>89.4850</b>	<b>198807774</b>	<b>3697</b>	<b>99.9981</b>	<b>0.0019</b>

## Item No. 5 Re- appointment of Mrs. Plistina Dkhar as an Independent Director

Resolution Required: Special								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	121053155	121053155	100.0000	121053155	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>121053155</b>	<b>100.0000</b>	<b>121053155</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting		Nil		Nil	Nil		-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	101119835	77757566	76.8965	77753869	3697	99.9952	0.0048
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77757566</b>	<b>76.8965</b>	<b>77753869</b>	<b>3697</b>	<b>99.9952</b>	<b>0.0048</b>
<b>Total</b>		<b>222172990</b>	<b>198810721</b>	<b>89.4846</b>	<b>198807024</b>	<b>3697</b>	<b>99.9981</b>	<b>0.0019</b>

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## Item No. 6 Ratification of Remuneration payable to Cost Auditors

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : No								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	121053155	121053155	100.0000	121053155	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>121053155</b>	<b>100.0000</b>	<b>121053155</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting		Nil		Nil	Nil		-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	101119835	77758316	76.8972	77758259	57	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77758316</b>	<b>76.8972</b>	<b>77758259</b>	<b>57</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>198811471</b>	<b>89.4850</b>	<b>198811414</b>	<b>57</b>	<b>99.9999</b>	<b>0.0001</b>

## Item No. 7 Approval of Material Related Party Transaction

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : Yes								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	121053155	76574177	63.2567	76574177	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>76574177</b>	<b>63.2567</b>	<b>76574177</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting		Nil		Nil	Nil		-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	101119835	77758316	76.8972	77758269	47	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77758316</b>	<b>76.8972</b>	<b>77758269</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>154332493</b>	<b>69.4650</b>	<b>154332446</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>

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## Item No. 8 Approval of Material Related Party Transaction

Resolution Required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution? : Yes								
Category	Mode of voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes-against (5)	% of votes In favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	121053155	76574177	63.2567	76574177	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>76574177</b>	<b>63.2567</b>	<b>76574177</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting		Nil		Nil	Nil		-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	101119835	77757566	76.8965	77757519	47	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>77757566</b>	<b>76.8965</b>	<b>77757519</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>154331743</b>	<b>69.4647</b>	<b>154331696</b>	<b>47</b>	<b>99.9999</b>	<b>0.0001</b>

The remote e-voting results along with Scrutinizer's Report are available on the website of the Company as well as on the website of National Securities Depository Limited and also placed on the notice board of the Company's Registered Office and Corporate Office.


The meeting commenced at 04.00 p.m. and concluded at 05:10 p.m.

Please take the information on record.

Thanking you,

Yours faithfully,  
 For Shyam Century Ferrous Limited

28-09-2019

X 

Neha Agarwal  
 Company Secretary  
 Signed by: NEHA AGARWAL

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



**Cc: National Securities Depository Limited**  
**Trade World – A Wing, Kamala Mills Compound**  
**Lower Parel, Mumbai - 400013**

**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



**Sourav Kedia & Associates**  
**Company Secretaries**

9/12, Lal Bazar Street, Mercantile Buildings,  
Block - B, 3rd Floor, Room No. - 3103,  
Kolkata - 700 001  
Email: [cssouravkedia@gmail.com](mailto:cssouravkedia@gmail.com)  
Phone: 033-46011863, Mob.: 9339958280

**SCRUTINIZER'S REPORT**

To

The Chairman of the 8th Annual General Meeting of **SHYAM CENTURY FERROUS LIMITED** (CIN L27310ML2011PLC008578), held on Friday, 27th September, 2019 at 04:00 P.M. at "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210

Dear Sir,

**Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and voting at the Annual General Meeting of Shyam Century Ferrous Limited held on Friday, 27th September, 2019 at 4.00 p.m.**

I, Sourav Kedia, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Shyam Century Ferrous Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to scrutinize the remote e-voting and voting by ballots taken at the 8th Annual General Meeting (AGM) of the Company held on Friday, 27th September, 2019 at 4.00 p.m. at "Star Club" at the Registered Office of the Company at Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210.

**Despatch of Notice**

The Annual Report containing the AGM Notice dated July 31, 2019 (hereinafter referred as Notice of AGM), and other statements and reports, were sent through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be, and to other members, in hard copy through courier. The electronic transmission and dispatch of hard copy of the Annual Report were completed on August 30, 2019. This made available on the website of the Company i.e. [www.shyamcenturyferrous.com](http://www.shyamcenturyferrous.com) on August 30, 2019.

**Cut-off date**

The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 20, 2019, were entitled to vote on the resolutions set out at item nos. 1 to 8 of the Notice of the AGM.

**Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM.

**Scrutinizer's Responsibility**

My responsibility as a Scrutinizer is to ensure that the voting process, both through electronic means and by use of ballot at the meeting, are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and on the voting by use of ballots at the meeting.





I submit my report in respect of the resolutions passed at the AGM of the Company as under:

**A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The voting period for remote e-voting commenced at 9.00 a.m. on Monday, September 23, 2019 and ended at 5.00 p.m. on Thursday, September 26, 2019, and the NSDL e-voting platform was blocked thereafter.

**B. Relating to voting by ballot**

1. The Company had also provided facility to vote through ballot papers to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
2. However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

**C. Result of remote e-voting and voting through ballot are as under:**

1. The voting rights of the members were reckoned as on the "cut-off date", i.e., September 20, 2019, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
2. After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 5.15 P.M. in presence of two witnesses, namely, Mr. Devender Bansal and Mr. Ashish Mondal who are not in the employment of the Company.
3. The Company had also provided facility to vote through ballot paper at the AGM, however, there was no voting through ballot at the AGM as the members present at the AGM had already exercised their votes through remote e-voting.
4. The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.
5. The results of voting are as under:

**ORDINARY BUSINESS**

**Resolution 1: Ordinary Resolution**

Receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Reports of Board of Directors and Auditors thereon.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	113	NIL	113
No. of Votes cast by them	198807774	NIL	198807774
% of total no. of valid vote cast	99.99	NIL	99.99



(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	NIL	5
No. of Votes cast by them	3697	NIL	3697
% of total no. of valid vote cast	0.01	NIL	0.01

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL

### Resolution 2: Ordinary Resolution

Appoint a Director in place of Mr. Sajjan Bhajanka (DIN: 00246043), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	103	NIL	103
No. of Votes cast by them	154332446	NIL	154332446
% of total no. of valid vote cast	99.99	NIL	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	NIL	4
No. of Votes cast by them	47	NIL	47
% of total no. of valid vote cast	0.01	NIL	0.01

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL

### Resolution 3: Ordinary Resolution

Re-Appointment of Statutory Auditors, M/s. AKSD & Associates (Formerly Kailash B. Goel & Co.), Chartered Accountants (Firm Registration No. 322460E) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2021 on such remuneration as provided in the explanatory statement.



(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	114	NIL	114
No. of Votes cast by them	198811424	NIL	198811424
% of total no. of valid vote cast	99.99	NIL	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	NIL	4
No. of Votes cast by them	47	NIL	47
% of total no. of valid vote cast	0.01	NIL	0.01

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL

#### SPECIAL BUSINESS

##### **Resolution 4: Special Resolution**

Re-Appointment of Mr. Santanu Ray (DIN: 00642736) as an Independent Director of the Company to hold office for a second term of one consecutive year commencing from 1<sup>st</sup> April, 2020 up-to 31<sup>st</sup> March, 2021.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	113	NIL	113
No. of Votes cast by them	198807774	NIL	198807774
% of total no. of valid vote cast	99.99	NIL	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	NIL	5
No. of Votes cast by them	3697	NIL	3697
% of total no. of valid vote cast	0.01	NIL	0.01

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL



**Resolution 5: Special Resolution**

Re-Appointment of Mrs. Plistina Dkhar (DIN: 01375361) as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2020 up-to 31<sup>st</sup> March, 2025.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	112	NIL	112
No. of Votes cast by them	198807024	NIL	198807024
% of total no. of valid vote cast	99.99	NIL	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	NIL	5
No. of Votes cast by them	3697	NIL	3697
% of total no. of valid vote cast	0.01	NIL	0.01

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL

**Resolution 6: Ordinary Resolution**

Ratification of Remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2020.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	113	NIL	113
No. of Votes cast by them	198811414	NIL	198811414
% of total no. of valid vote cast	99.99	NIL	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	NIL	5
No. of Votes cast by them	57	NIL	57
% of total no. of valid vote cast	0.01	NIL	0.01

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL



**Resolution 7: Ordinary Resolution**

Approval for Material Related Party Transactions up-to an amount of Rs.50 crores in a Financial Year entered or to be entered into by the Company with Meghalaya Power Limited, a related party, in the ordinary course of business and on arms' length basis for financial years commencing from financial year 2019-20.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	103	NIL	103
No. of Votes cast by them	154332446	NIL	154332446
% of total no. of valid vote cast	99.99	NIL	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	NIL	4
No. of Votes cast by them	47	NIL	47
% of total no. of valid vote cast	0.01	NIL	0.01

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL

**Resolution 8: Ordinary Resolution**

Approval for Material Related Party Transactions upto an amount of Rs.50 crores in a Financial Year entered or to be entered into by the Company with Star Cement Limited, a related party, in the ordinary course of business and on arms' length basis for financial years commencing from financial year 2019-20.

(i) Voted in **favour** of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	102	NIL	102
No. of Votes cast by them	154331696	NIL	154331696
% of total no. of valid vote cast	99.99	NIL	99.99

(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	NIL	4
No. of Votes cast by them	47	NIL	47
% of total no. of valid vote cast	0.01	NIL	0.01



(iii) **Invalid Votes:**

	<b>Voting by Remote e-voting</b>	<b>Voting by Ballot Paper</b>	<b>Total</b>
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL

6. Based on the above results, I report that the resolutions contained at item nos. 1 to 8 of the Notice of AGM have been duly approved by the shareholders with requisite majority.
7. The register of remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 8th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.
8. This report has been issued at the request of the Company for (i) submission to Stock Exchanges (ii) NSDL and (iii) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**Sourav Kedia & Associates**

*Practicing Company Secretary*

  
Sourav Kedia

*Proprietor*

Membership No.: 40951

CP No.: 15259



**Lumshnong; September 27, 2019**