

# 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

11th September, 2017

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

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

**Subject: Proceedings of 6th Annual General Meeting of the Company held on 11th September, 2017 as per Regulation 30 read with Schedule III and Result of Remote e-voting as per Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sirs,

Pursuant to the Regulation 30 read with Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are pleased to inform you that 16th Annual General Meeting of the members of the Company duly convened and held today i.e., 11th September, 2017 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 3rd August, 2017 of the 6th Annual General Meeting. The Remote e-voting commenced on Friday, 8th September, 2017 from 09:00 a.m. and ended at 05.00 p.m. on Sunday, 10th September, 2017. Mr. Sourav Kedia, Practising Company Secretary was appointed as Scrutinizer for this purpose.

Mr. Sajjan Bhajanka was elected to chair the Annual General Meeting. The business as per Notice of the Annual General Meeting dated 3rd August, 2017 was taken up, the requisite quorum remained present throughout the meeting. Total 94 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 and Special business as listed under Serial no. 1 to 5 of the Notice as follows:

- (1) Receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) of the Company for the Financial Year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon.
- (2) Appoint a Director in place of Mr. Aditya Vimalkumar Agarwal (DIN: 03330313) who retires by rotation and being eligible, offers himself for re-appointment.



**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

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- (3) Ratify the appointment of M/s. Kailash B. Goel & Co. Chartered Accountants as Statutory Auditors of the Company and authorize the Board to fix their remuneration.
- (4) Ratification of remuneration payable to the Cost Auditors.
- (5) Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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 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 6<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** : 11th September, 2017

**Total number of members as on 4th September, 2017** : 9,286  
(‘Cut-off date’ for reckoning the voting rights of the Shareholders)

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

Promoter and Promoter Group : 25

Public Shareholders : 69

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

Promoters and Promoter Group : NIL

Public Shareholders : NIL



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## 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, 2017 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
Promoter & Promoter Group	E-Voting	137032656	137032656	100.0000	137032656	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>137032656</b>	<b>100.0000</b>	<b>137032656</b>	<b>0</b>	<b>100.0000</b>	-
Public-Institutions	E-Voting	100972	88414	87.5629	88414	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>88414</b>	<b>87.5629</b>	<b>88414</b>	<b>0</b>	<b>100.0000</b>	-
Public - Non Institutions	E-Voting	85039362	27878900	32.7835	27878899	1	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>27878900</b>	<b>32.7835</b>	<b>27878899</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>164999970</b>	<b>74.2664</b>	<b>164999969</b>	<b>1</b>	<b>99.9999</b>	<b>0.0001</b>

- Item no.2** Appoint a Director in place of Mr. Aditya Vimalkumar Agarwal (DIN: 03330313), 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? : 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	137032656	137032656	100.0000	137032656	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if Applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>137032656</b>	<b>100.0000</b>	<b>137032656</b>	<b>0</b>	<b>100.0000</b>	-

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Public-Institutional Holders	E-voting	100972	88414	87.5629	0	88414	0.0000	100.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		88414	87.5629	0	88414	0.0000	100.0000
Public-Non Institutions	E-voting	85039362	41640671	48.9663	41639660	1011	99.9976	0.0024
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		41640671	48.9663	41639660	1011	99.9976	0.0024
Total		222172990	178761741	80.461	178672316	89425	99.9500	0.0500

**Item no. 3** Ratify the appointment of M/s. Kailash B. Goel & Co. Chartered Accountants as Statutory Auditors of the Company and authorize the Board to fix their remuneration

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	137032656	137032656	100.0000	137032656	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		137032656	100.0000	137032656	0	100.0000	0.0000
Public-Institutions	E-Voting	100972	88414	87.5629	88414	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		88414	87.5629	88414	0	100.0000	0.0000
Public - Non Institutions	E-Voting	85039362	41640671	48.9663	41639650	1021	99.9975	0.0025
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	Total		41640671	48.9663	41639650	1021	99.9975	0.0025
Total		222172990	178761741	80.4606	178760720	1021	99.9994	0.0006



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## Item no. 4 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	137032656	137032656	100.0000	137032656	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>137032656</b>	<b>100.0000</b>	<b>137032656</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting	100972	88414	87.5629	88414	0	100.0000	0.0000
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>88414</b>	<b>87.5629</b>	<b>88414</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	85039362	41640671	48.9663	41640650	21	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>41640671</b>	<b>48.9663</b>	<b>41640650</b>	<b>21</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>178761741</b>	<b>80.4606</b>	<b>178761720</b>	<b>21</b>	<b>99.9999</b>	<b>0.0001</b>

## Item no. 5 Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

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	137032656	137032656	100.0000	137032656	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>137032656</b>	<b>100.0000</b>	<b>137032656</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public-Institutions	E-Voting	100972	88414	87.5629	88414	0	100.0000	-
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>88414</b>	<b>87.5629</b>	<b>88414</b>	<b>0</b>	<b>100.0000</b>	<b>-</b>
Public - Non Institutions	E-Voting	85039362	41640471	48.9661	41640460	11	99.9999	0.0001
	Poll		Nil	-	-	-	-	-
	Postal Ballot (if applicable)		NA	-	-	-	-	-
	<b>Total</b>		<b>41640471</b>	<b>48.9661</b>	<b>41640460</b>	<b>11</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>178761541</b>	<b>80.4605</b>	<b>178761530</b>	<b>11</b>	<b>99.9999</b>	<b>0.0001</b>

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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 05:05 p.m.

Please take the information on record.

Thanking you,

Yours faithfully,  
For **Shyam Century Ferrous Limited**

  
**Neha Agarwal**  
Company Secretary



Encl. as stated

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

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**SCRUTINIZER'S REPORT**

To  
The Chairman  
**SHYAM CENTURY FERROUS LIMITED**  
Vill. Lumshnong, PO - 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, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the 6th Annual General Meeting of Shyam Century Ferrous Limited held on Monday, September 11, 2017 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 6th Annual General Meeting (AGM) of the Company held on Monday, September 11, 2017 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.

The Annual Report containing the AGM Notice dated August 3, 2017 (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 despatch of hard copy of the Annual Report were completed on August 14, 2017.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 6th AGM of the Company is the responsibility of the management. 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 shareholders of the Company holding shares as on the "cut-off" date, i.e., September 4, 2017, were entitled to vote on the resolutions as contained in the Notice of the AGM.



- The voting period for remote e-voting commenced at 9.00 a.m. on Friday, September 8, 2017 and ended at 5.00 p.m. on Sunday, September 10, 2017, and the NSDL e-voting platform was blocked thereafter.

**B. Relating to voting by ballot**

- The Company had also provided facility to vote through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- 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:**

- The voting rights of the members were reckoned as on the "cut-off date", i.e., September 4, 2017, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
- After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 05.15 p.m. in presence of two witnesses, namely, Mr. Bijan Naskar and Mr. Anjan Jyoti Borkotoky, who are not in the employment of the Company.
- The Company had also provided facility to vote through ballot paper at the AGM, however, there was no voting through ballots at the AGM as the members present at the AGM had already exercised their votes through remote e-voting.
- The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.
- 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 31st March, 2017 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	116	Nil	116
No. of Votes cast by them	164999969	Nil	164999969
% of total no. of valid vote cast	100.00	Nil	100.00

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	1	Nil	1
No. of Votes cast by them	1	Nil	1
% of total no. of valid vote cast	0.00	Nil	



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(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. Aditya Vimalkumar Agarwal (DIN: 03330313), 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	112	Nil	112
No. of Votes cast by them	178672316	Nil	178672316
% of total no. of valid vote cast	99.94	Nil	99.94

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	6	Nil	6
No. of Votes cast by them	89425	Nil	89425
% of total no. of valid vote cast	0.06	Nil	0.06

(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**

Ratification of appointment of M/s. Kailash B. Goel & Co., Chartered Accountants (Firm's Registration No. 322460E), Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fixation their remuneration and in this regard, to pass the following resolution:

(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	178760720	Nil	178760720
% of total no. of valid vote cast	99.99	Nil	99.99



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(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	1021	Nil	1021
% 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: Ordinary Resolution**

Ratify the appointment of M/s. Kailash B. Goel & Co. Chartered Accountants as Statutory Auditors of the Company and authorize the Board to fix their remuneration.

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	115	Nil	115
No. of Votes cast by them	178761720	Nil	178761720
% 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	3	Nil	3
No. of Votes cast by them	21	Nil	21
% 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**

Adoption of New Set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.



(iv) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	115	Nil	115
No. of Votes cast by them	178761530	Nil	178761530
% of total no. of valid vote cast	99.99	Nil	99.99

(v) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	2	Nil	2
No. of Votes cast by them	11	Nil	11
% of total no. of valid vote cast	0.01	Nil	0.01

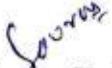
(vi) Invalid Votes:

	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

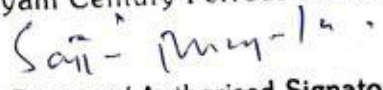
6. Based on the above results, I report that the resolutions contained at item nos. 1 to 5 have been duly approved by the shareholders with requisite majority.
7. The register of remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 6th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

  
**Sourav Kedia**  
Practising Company Secretary  
C.P. No. 15259  
Membership No. 40951



Shyam Century Ferrous Limited  
  
Director / Authorised Signatory

September 11, 2017, Lumshnong.