

# 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

31st July, 2018

**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  
Dalai Street  
Mumbai-400 001  
Stock code: 539252

**Subject: (i) Proceedings of 7th Annual General Meeting of the Company held on 31st July, 2018 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 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, we are pleased to inform you that 7th Annual General Meeting of the members of the Company duly convened and held on 31<sup>st</sup> July, 2018 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 28<sup>th</sup> June, 2018 of the 7th Annual General Meeting. The Remote e-voting commenced on Saturday, 28th July, 2018 from 09:00 a.m. and ended at 05.00 p.m. on Monday, 30th July, 2018. Md. Shahnawaz, 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 28th June, 2018 was taken up, the requisite quorum remained present throughout the meeting. Total 69 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 3 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, 2018 and the Reports of Board of Directors and Auditors thereon.

**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 4169/170/698, 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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- (2) Appoint a Director in place of Mr. Nag Raj Tater (DIN: 00266072), who retires by rotation and being eligible, offers himself for re-appointment.
- (3) Ratification of remuneration payable to the Cost Auditors.

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 Md. Shahnawaz, 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 7<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** : 31st July, 2018

**Total number of members as on 24th July, 2018** : 10,987  
( '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 : 20

Public Shareholders : 49

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

Promoters and Promoter Group : NIL

Public Shareholders : NIL



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## Details of Agenda:

- 1 Consideration and Adoption of the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2018 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	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	110565155	110565155	100.0000	110565155	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>110565155</b>	<b>100.0000</b>	<b>110565155</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public - Non Institutions	E-Voting	111607835	54351823	48.6989	54351820	3	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>54351823</b>	<b>48.6989</b>	<b>54351820</b>	<b>3</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>16,49,16,978</b>	<b>74.2291</b>	<b>16,49,16,975</b>	<b>3</b>	<b>99.9999</b>	<b>0.0001</b>

- 2 Appointment of Mr. Nagraj Tater (DIN: 00266072), 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	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	110565155	110565155	100.0000	110565155	0	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>110565155</b>	<b>100.0000</b>	<b>110565155</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public - Non Institutions	E-Voting	111607835	54351823	48.6989	54348852	2971	99.9945	0.0055
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>54351823</b>	<b>48.6989</b>	<b>54348852</b>	<b>2971</b>	<b>99.9945</b>	<b>0.0055</b>
<b>Total</b>		<b>222172990</b>	<b>164916978</b>	<b>74.229</b>	<b>164914007</b>	<b>2971</b>	<b>99.9982</b>	<b>0.0018</b>



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### 3 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	No. of votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - In against	% of votes in favour on votes Polled	% of votes Against on Valid votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter & Promoter Group	E-Voting	110565155	110565155	100.0000	110565155	0	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>110565155</b>	<b>100.0000</b>	<b>110565155</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public - Non Institutions	E-Voting	111607835	54351823	48.6989	54351810	13	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>54351823</b>	<b>48.6989</b>	<b>54351810</b>	<b>13</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>222172990</b>	<b>164916978</b>	<b>74.2291</b>	<b>164916965</b>	<b>13</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.

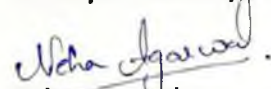
The meeting commenced at 04.00 p.m. and concluded at 04:52 p.m.

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 of the 7th Annual General Meeting of SHYAM CENTURY FERROUS LIMITED (CIN L27310ML2011PLC008578), held on Tuesday, July 31, 2018 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 Tuesday, July 31, 2018 at 4.00 p.m.**

I, Md. Shahnawaz, 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 7th Annual General Meeting (AGM) of the Company held on Tuesday, July 31, 2018 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 June 28, 2018 (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 July 5, 2018.

#### **Cut-off date**

The shareholders of the Company holding shares as on the "cut-off" date, i.e., July 24, 2018, were entitled to vote on the resolutions set out at item nos. 1 to 3 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 Saturday, July 28, 2018 and ended at 5.00 p.m. on Monday, July 30, 2018, 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., July 24, 2018, 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 4.52 P.M. in presence of two witnesses, namely, Mr. Ashish Mandal and Mr. Siddharth Banerjee 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 31st March 2018 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	88	Nil	88
No. of Votes cast by them	164916975	Nil	164916975
% 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	2	Nil	2
No. of Votes cast by them	3	Nil	3
% 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. Nagraj Tater (DIN: 00266072), 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	87	Nil	87
No. of Votes cast by them	164914007	Nil	164914007
% 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	2971	Nil	2971
% 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**

Ratification of Remuneration payable to M/s. B. G. Chowdhury & Co., Cost Auditors (Firm Registration No. 000064) for the Financial Year ending March 31, 2019.

  
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(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	87	Nil	87
No. of Votes cast by them	164916965	Nil	164916965
% 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	13	Nil	13
% of total no. of valid vote cast	0.01	Nil	0.01

(iii) Invalid Votes:

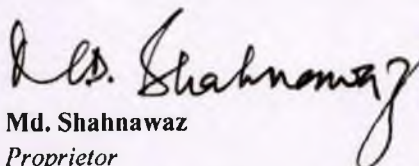
	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

6. Based on the above results, I report that the resolutions contained at item nos. 1 to 3 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 7th 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,

**M Shahnawaz & Associates**  
*Practicing Company Secretary*



**Md. Shahnawaz**  
*Proprietor*  
Membership No.: 21427  
CP No.: 15076



**Lumshnong; July 31, 2018**