

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

Date: 27th August, 2018

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: SHYAMCEMENT

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

Dear Sir(s),

Sub: Minutes of the 7th Annual General Meeting of the Company

We are pleased to enclose herewith the copy of Minutes of the proceedings of the 7th Annual General Meeting of the Company held on Tuesday, 31st July, 2018 at 4:00 P.M at "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210.

This is for your information and record.

Thanking you,
For Shyam Century Ferrous Limited

27-08-18

X



Neha Agarwal
Company Secretary
Signed by: NEHA AGARWAL

Neha Agarwal
Company Secretary



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

Minutes of the Seventh Annual General Meeting of the Shareholders of Shyam Century Ferrous Limited held on Tuesday, 31st July, 2018 at 4.00 p.m. at "Star Club", Vill. Lumshnong, P.O. Khaliehriat, Dist. East Jaintia Hills, Meghalaya - 793210 and concluded at 4.52 p.m.

Present:

Mr. Sajjan Bhajanka	-	Director and Member
Mr. Mangilal Jain	-	Director and Member Chairman of Audit Committee and Member of Nomination and Remuneration Committee
Mr. Santanu Ray	-	Director Chairman of Nomination and Remuneration Committee and Stakeholder's Relationship Committee
Mrs. Plistina Dkhar	-	Director & Member

Total 69 members including 9 representations from Bodies Corporate representing 5,08,69,031 equity shares were present in person and 19 proxies representing 10,26,47,344 equity shares were present at the meeting.

In attendance:

Ms Neha Agarwal	-	Company Secretary
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Invitees:

Md. Shah Nawaz	-	A practising Company Secretary as Scrutinizer
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Chairman of the meeting

The Directors present on the dais elected Mr. Sajjan Bhajanka as Chairman of the meeting and Mr. Sajjan Bhajanka took the Chair for the Meeting.

Documents available for inspection

The Register of Directors and Key Managerial Personnel (KMP) and their Shareholdings maintained under Section 170 of the Companies Act, 2013 and other Statutory Registers and all other relevant documents including Auditor's Report and Secretarial Audit Report were placed at the meeting and remained open for inspection by the members during the meeting.

Quorum

The Chairman, after confirmation from the Company Secretary that more than requisite quorum of 30 members were present at the meeting, announced that the requisite quorum as per Section 103 of the Companies Act, 2013 were present and called the meeting to order.

The Chairman welcomed all the members present at the meeting and introduced the Directors and Company Secretary present on the dais. The Chairman informed the members that Mr. Nagraj Tater and Mr. Aditya Vimalkumar Agarwal are unable to attend the meeting due to their pre-occupation.

Brief of the Chairman's speech

The Chairman made a detailed presentation on the economic scenario of the Country, industry situation as well as performance of the Company. He also informed about business and financial performance of the Company, future plan, expansion, challenges and development plans etc.

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Shyam Century Ferrous Limited

Neha Agarwal
Company Secretary

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Business of the meeting

With the permission of the Members present, the Notice convening the meeting, the Audited Accounts and the Director's Report having been already circulated, were taken as read.

With the permission of the Chair, the Secretary read the Auditor's Report and mentioned that Auditor's Report does not contain any qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. He also informed the members that the Secretarial Audit Report also does not contain any adverse qualifications, observations or comments.

Members were informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members were provided Remote e-voting facility through NSDL in respect of all items of business as contained in the notice of the 7th Annual General Meeting for exercising their vote. The e-voting was opened on Saturday, 28th July, 2018 from 09:00 A.M. and ended at 5.00 p.m. on Monday, 30th July, 2018. Md. Shahnawaz, Practising Company Secretary was appointed as Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

Thereafter, the Chairman announced that facility for voting by ballot will be provided to the members present in person and through proxies who have not cast their vote by remote e-voting facility. He further stated that in light with the provisions of Section 108 and 114 of the Companies Act, 2013 read with General Circular No. 20/2014 dated 17th June, 2014 as issued by MCA, voting by show of hands became irrelevant. He briefed the members about objectives and implications of each item of business contained in the notice.

Then, the Chairman invited the members to offer their comments or seek clarifications, if any on the Annual Report and Annual Accounts and the members were requested to be brief in their observations and announce their name.

The members present raised queries on performance of the Company, competition, future prospect and financials of the Company. Thereafter, the Chairman replied to their queries with satisfaction. Then the Chairman thanked the members for their interest in the Company.

Then, the Chairman read the Resolutions as follows:

ORDINARY BUSINESS

Resolution No. 1

Ordinary Resolution

Consideration and Adoption of Audited Financial Statements (including audited consolidated financial statement) for the financial year ended 31st March, 2018 and the Reports of Board of Directors and Auditors thereon.

Proposed by: Mr. Baljit Singh

Seconded by: Mr. Ajit Chandra Saikia

"RESOLVED THAT the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2018 and the Reports of Board of Directors and Auditors thereon be and are hereby approved and adopted."

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Neha Sharma
Company Secretary

**Resolution No. 2****Ordinary Resolution**

Appointment of a Director in place of Mr. Aditya Vimalkumar Agarwal (DIN: 03330313) who retires by rotation and being eligible, offers himself for re-appointment.

Proposed by: Mr. Jitendra Kumar Gupta

Seconded by: Mr. Kanwar Lal Ora

“RESOLVED that Mr. Nagraj Tater (DIN: 00266072) who retires from the Board by rotation and being eligible for re-appointment, be and is hereby re-appointed a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS**Resolution No. 3****Ordinary Resolution**

Ratification of remuneration payable to the Cost Auditors

Proposed by: Mr. Devender Kumar Bansal

Seconded by: Mr. Surya Prakash Shrimali

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 50,000/- (Rupees fifty thousand only) per annum payable to M/s. B. G. Chowdhury & Co., Cost Accountants (Firm Registration No. 000064), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019 be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for giving effect to the resolution.”

Voting through ballot

The Chairman informed the members present at the meeting, that the members present who could not avail remote e-voting option, can cast their vote through ballot and announced that Md. Shahnawaz, Scrutinizer to scrutinise the poll proceedings in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Scrutinizer showed empty ballot box to the members and locked the same in the presence of members.

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'.

The Chairman announced that the results of Remote e-voting shall be displayed on the Company's website as well as on the notice board of its Registered office and Corporate office within 2 days from the conclusion of the Annual General Meeting and the same would also be communicated to the Stock Exchanges where the shares of the Company are listed and also to NSDL.

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Neha Goswami
-Company Secretary

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The Chairman thereafter thanked the Members for their active participation, continuous support and encouragement over the years. The business of the 7th Annual General Meeting having been completed as per the Agenda, the requisite Quorum were present throughout the meeting. The Chairman declared the meeting as concluded.

A hearty vote of thanks to the Chair was carried with acclamation.

Place: Kolkata

Date: 25.08.2018

Sajjan Chatterjee

CHAIRMAN

Declaration of result of Remote e-voting at the meeting

The Scrutinizer's Report dated 31st July, 2018 as submitted by Md. Shahnawaz, Practising Company Secretary, inter alia containing the results of Remote e-voting was presented by the Scrutinizer to the Chairman of the Annual General Meeting on 31st July, 2018 after conclusion of the Annual General Meeting, in terms of which all resolutions as set out in the notice convening the 7th Annual General Meeting were duly approved by the members with requisite majority. The results were declared on 31st July, 2018 and immediately displayed on the Company's website as well as on the notice board of Registered office and Corporate Office of the Company and the same was also communicated to the Stock Exchanges where the shares of the Company are listed and also to NSDL.

The results as per the Scrutinizers Report on the Remote e-voting has been recorded hereunder as part of the proceedings of the Annual General meeting:

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

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Sajjan Chatterjee

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Shyam Century Ferrrous Limited
Neha Ghoshal
Company Secretary



% of total no. of valid vote cast	0.01	Nil	0.01
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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. 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

SPECIAL BUSINESS**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.

(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

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Shyam Century Ferrous Limited

Neha Jaiswal
Company Secretary

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% 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	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

Place: Kolkata

Date: 25.08.2018

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CHAIRMAN

Date of Entry in Minutes Book: 25.08.2018

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Shyam Century Ferrous Limited

Company Secretary