### 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: 19th September, 2022

The Listing Department
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Code: SHYAMCENT (NSE)

The Listing Department
The BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai - 400001
Scrip Code: 539252 (BSE)

Dear Sir(s),

Subject: Buy-Back upto 1,00,00,000 fully paid-up Equity Shares of Re. 1/- each of the Company through the "Tender Offer" route using the Stock Exchange Mechanism at a price of Rs. 28/- per share.

We are pleased to inform you that Shyam Century Ferrous Limited has issued a Public Announcement for the Buy-Back of its fully paid up Equity Shares through tender offer route using Stock Exchange Mechanism. The Public Announcement has been released on 19<sup>th</sup> September, 2022 in the following newspapers-:

- Financial Express (English) (All India Editions)
- Jansatta (Hindi) (All India Editions)
- Meghalaya Times (English) (Shillong edition)
- U Nongsain Hima (Khasi) (Shillong edition)

In this regard, enclosed please find a copy of the Public Announcement which has been published in the aforesaid newspapers on 19th September, 2022.

This is for your information and records.

Thanking you,

For Shyam Century Ferrous Limited

Ritu Agarwal
Company Secretary
Signed by: RITU AGARW AL

Ritu Agarwal Company Secretary

Encl. As stated

Office & Works : EPIP, Rajabagan, Byrnihat, Meghalaya-793101, Ph : No. - 9436108851 Corporate Office : Century House, P-15/1, Taratala Road, 2nd floor, Kolkata -700088

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

**FINANCIAL EXPRESS** 

# **SHYAM CENTURY**

## SHYAM CENTURY FERROUS LIMITED

**FERROUS** 

Registered Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210, Corporate Office: Century House, 2nd Floor, P 15/1, Taratala Main Road, CPT Colony, Taratala, Kolkata - 700088 Phone No: (033) 24015555, Fax No: (033) 24015555, CIN: L27310ML2011PLC008578, Website: www.shyamcenturyferrous.com

E-mail: investors@shyamcenturyferrous.com

Contact Person: Ms. Ritu Agarwal, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SHYAM CENTURY FERROUS LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER PROCESS UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulations, 2018 (the "Buyback Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

CASH OFFER FOR BUYBACK OF UPTO 1,00,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF \$1 EACH AT A PRICE OF \$28/- (RUPEES TWENTY EIGHT ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS 1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE:

1.1. The Board of Directors (the "Board") of M/s. Shyam Century" or the "Company") at its meeting held on August 11, 2022 ("Board Meeting"), pursuant to provisions of Article 32 of the Articles of Associations of the Company and Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") as amended, the Companies (Share Capital and Debentures) Rules, 2014, (the "Share Capital Rules"), Companies (Management Rules") as amended from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("LODR Regulations") to the extent applicable and appli permissions and sanctions of Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Assam, Meghalaya and other North Eastern States ("ROC") and/ or other authorities, institutions or bodies (the "Appropriate Authorities"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company by way of special resolution, and subject to the approval of the shareholders of the Company by way of special resolution, approved the Buyback of not exceeding 1,00,00,000 (One Crore Only) equity shares ("Buyback Price"), payable in cash for an aggregate amount of up to ₹28,00,00,000 (Rupees Twenty Eight Crores only) ("Buyback

Regulations from all the shareholders / beneficial owners of the Company who holds equity shares as on the record date i.e., September 27, 2022 ("Record Date") ("Eligible Shareholder") ("Buyback" or "Buyback Offer"). 1.2. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company's shareholders for the Buyback by way of a notice of postal ballot dated August 11, 2022 ("Postal Ballot Notice"). The shareholders of the Company approved the Buyback on September 14, 2022 ("Shareholders' Resolution Date") through electronic means, the results of which were announced on September 15, 2022 ("Shareholders' Approval"). 1.3. The maximum amount required by the Company for the Buyback Offer aggregating to ₹28,00,00,000 (Rupees Twenty Eight Crores only) will be sourced out of internal accruals and / or free reserves & surplus of the Company for the Buyback. Accordingly, borrowed funds will not be used for the Buyback. However, if required, the Company and free reserves after the Buyback. However, if required under section 68(2)(d) of the Company and free reserves after the Buyback. 1.4. The Equity Shares are proposed to be bought back through Tender Offer at a price of ₹ 28/- per Equity Shares on NSE and BSE, respectively, during the 2 (two) months preceding August 06, 2022, being the date of intimation to the

Size") (excluding transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.) ("Transaction Cost"), which represent 24.56% of the aggregate of the Financial year ended 31st March. 2022, on a proportionate basis through tender offer ("Tender Offer") as prescribed under the Buyback

stock exchanges regarding the proposal of Buyback being considered at Board Meeting ("Intimation Date") and a premium of 36.25% and 36.25% over the closing market price of the Equity Shares as on August 05, 2022 being the date immediately preceding the Intimation Date was ₹ 20.55 and ₹ 20.55 and as on the Board Meeting Date i.e. August 11, 2022 was ₹22.85 and ₹ 22.85 on NSE and BSE, respectively. 1.5. The Buyback shall be on a proportionate basis from all the equity shareholders of the Company through the "Tender Offer" process, as prescribed under Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of equity shares by such Shareholders and settlement of the same, through

the stock exchange mechanism as specified by SEBI in the circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (the "SEBI Circular"). Please see paragraph 7 of this Public Announcement for details regarding record date and share entitlement for tender in the Buyback. 1.6. The buyback offer size doesn't include any other expenses incurred or to be incurred for the buyback like filing fees payable to SEBI, Stock Exchange, advisors, brokerage, securities transaction tax, buyback tax, GST, stamp duty, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses. 2. NECESSITY/RATIONALE FOR BUYBACK:

(Rupees Twenty Eight Crores only) for distributing to the shareholders holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 1,00,00,000 (One Crore Only) equity shares (representing 4.50% of the total number of shares in the present paid-up equity share capital of the Company) at a price of ₹28/- (Rupees Twenty Eight only) per equity share for an aggregate consideration of ₹28,00,00,000 (Rupees Twenty Eight Crores only). The shareholders of the Company approved the Buyback on September 14, 2022 through a special resolution passed by way of Postal Ballot by voting through electronic means, the result

Share buyback is the acquisition by a Company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the Company. The Board at its meeting held on August 11, 2022, considered the accumulated free reserves as well as the cash liquidity reflected and considering these, the Board decided to allocate a sum of ₹28,00,00,000

Buyback is a more efficient form of distributing surplus cash to the shareholders holding equity shares of the Company, inter-alia, for the following reasons:

(i). The Buyback will help the Company to distribute surplus cash to its shareholders holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to

(ii). The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of 15% of the outlay to small sharehold

51.89

(iii). The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; (iv). The Buyback gives an option to the shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the B

(v). The Buyback would help in optimizing the capital structure. 3. DETAILS OF PROMOTER SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK:

3.1 The aggregate shareholding of the Promoter/Promoter Group who are in control of the Company as on August 11, 2022 i.e., the date of Board Meeting and September 17, 2022 i.e. the

11,52,67,649

Shareholding of the persons forming part of the Promoter / Promoter Group:

SI.No.	Name of the Shareholder	No. of Equity Shares	Shareholding (%)
A	PROMOTERS	1/8 1/8 1/8	
1	Sajjan Bhajanka	1,12,34,493	5.06
2	Sanjay Agarwal	1,42,12,976	6.40
3	Rajesh Kumar Agarwal	31,80,985	1.43
4	Prem Kumar Bhajanka	-	
	Sub-Total (A)	2,86,28,454	12.89
В	PROMOTER GROUP		100065
5	Santosh Bhajanka	1,50,49,500	6.77
6	Divya Agarwal	1,44,88,750	6.52
7	Hari Prasad Agarwala and Others	15,30,990	0.69
8	Sumitra Devi Ágarwal	15,26,250	0.69
9	Bhawna Agarwal	12,73,690	0.57
10	Sonu Kajaria	10,30,010	0.46
11	Payal Agrawal	10,00,000	0.45
12	Shraddha Agarwal	8,00,000	0.36
13	Keshav Bhajanka	1,22,925	0.06
14	Brijdham Merchants Pvt. Ltd.	1,82,31,990	8.21
15	Sriram Merchants Pvt. Ltd.	67,39,870	3.03
16	Sriram Vanijya Pvt. Ltd.	85,02,180	3.83
17	Auroville Investments Pvt Ltd	18,45,000	0.83
18	Sumangal International Pvt. Ltd.	76,66,800	3.45
19	Sumangal Business Pvt. Ltd.	68,31,240	3.07
20	Yash Bhajanka	USANA1199	
21	Nancy Choudhary	2 2000	- Land
5.00	Sub-Total (B)	8,66,39,195	39.00
	and the contract of the Contra	75,400,000	

August 11, 2022, is as follows:

3.2 The aggregate number of Equity Shares purchased or sold by persons mentioned in Clause 3.1 above during a period of six months preceding the date of the Board Meeting i.e.

Name of the Promoter/ Promoter Group	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
V.	1000000	0	PR	OMOTER		10
1	9,16,000	Market Sale	20.75	14.02.2022	18.95	14.02.2022
	4,00,000	Market Sale	20.75	15.02.2022	18.95	15.02.2022
	2,58,000	Market Sale	21.35	16.02.2022	20.40	16.02.2022
	2,24,700	Market Sale	21.50	17.02.2022	19.70	17.02.2022
-	3,76,570	Market Sale	20.05	18.02.2022	18.85	18.02.2022
	84,894	Market Sale	18.30	21,02.2022	17.60	21.02.2022
	2,05,815	Market Sale	18.85	23.02.2022	18.25	23.02.2022
	50,585	Market Sale	18.45	24.02.2022	16.80	24.02.2022
rem Kumar Bhajanka	4,00,000	Market Sale	20.25	02.03.2022	19.00	02.03.2022
rem Numar bhajanka	2,00,000	Market Sale	21.20	03.03.2022	19.90	03.03.2022
	21,076	Market Sale	20.50	04.03.2022	19.20	04.03.2022
	1,69,794	Market Sale	19.80	07.03.2022	18.65	07.03.2022
1	1,81,405	Market Sale	20.40	09.03.2022	19.05	09.03.2022
	1,43,339	Market Sale	20.20	10.03.2022	19.15	10.03.2022
	2,00,000	Market Sale	19.85	11.03.2022	19.40	11.03.2022
	68,453	Market Sale	19.95	21.03.2022	19.10	21.03.2022
1	10,00,000	Market Sale	20.60	25.03.2022	18.40	25.03.2022
	8,84,875	Market Sale	22.65	28.03.2022	21.85	28.03.2022

change in their shareholdings for last six months prior to the date of the Board Meeting and from the date of the Board Meeting till date. 3.3 Shareholding of the Directors of the Promoter Group Companies [mentioned in point (3.1) above] as on August 11, 2022 i.e., the date of Board Meeting and September 17, 2022 i.e. the date of this Public Announcement is as under:

Name of Directors of Companies forming

Grand Total (A+B)

SI.No.	Name of Directors of Companies forming part of Promoter and Promoter Group	No. of Equity Shares	Percentage (%)
807	And Control of Control	SRIRAM MERCHANTS PVT. LTD.	262424
1	Sajjan Bhajanka	1,12,34,493	5.06
2	Santosh Bhajanka	1,50,49,500	6.77
3	Keshav Bhajanka	1,22,925	0.06
2.00	20.000.000.000.000.000	SRIRAM VANIJYA PVT. LTD.	200000
1	Sajjan Bhajanka	1,12,34,493	5.06
2	Santosh Bhajanka	1,50,49,500	6.77
3	Keshav Bhajanka	1,22,925	0.06
200		AUROVILLE INVESTMENTS PVT. LTD.	annorae
1	Sanjay Agarwal	1,42,12,976	6.40
2	Divya Agarwal	1,44,88,750	6.52
355		SUMANGAL INTERNATIONAL PVT. LTD.	1040/051
1	Sanjay Agarwal	1,42,12,976	6.40
2	Divya Agarwal	1,44,88,750	6.52
1000	20 - 10 - 10 - 10 - 10 - 10 - 10 - 10 -	SUMANGAL BUSINESS PVT. LTD.	0000000
1	Sanjay Agarwal	1,42,12,976	6.40
2	Divya Agarwal	1,44,88,750	6.52
3	Manjrie Agarwala		
	Parameter to the second of the	BRIJDHAM MERCHANTS PVT. LTD.	Montono.
1	Rajesh Kumar Agarwal	31,80,985	1.43
2	Sajjan Bhajanka	1,12,34,493	5.06
3	Sanjay Agarwal	1,42,12,976	6.40
4	Sumitra Devi Agarwal	15,26,250	0.69

3.5 INTENTION OF THE PROMOTER AND PERSONS IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUYBACK INDICATING THE NUMBER OF EQUITY SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE In terms of the Buyback Regulations, under the tender offer, the Promoter and Persons in Control have the option to participate in the Buyback. In this regard, the Promoter and Persons

in Control vide their letters dated August 11, 2022 have expressed their intention to tender Equity Shares in the Buy-back and offer upto an aggregate maximum number of 11,52,67,649

The maximum number of Equity Shares to be tendered by the Promoter and Persons in Control who have expressed their intention to tender equity shares in the Buyback is as under: SI.No. Name of the Promoter and Persons in Control Maximum number of Equity Shares which may be tendered

			J
1	Sajjan Bhajanka	1,12,34,493	
2	Sanjay Agarwal	1,42,12,976	I
3	Rajesh Kumar Agarwal	31,80,985	ĺ
4	Santosh Bhajanka	1,50,49,500	I
5	Divya Agarwal	1,44,88,750	ĺ
6	Hari Prasad Agarwala and Others	15,30,990	I
7	Sumitra Devi Agarwal	15,26,250	ĺ
8	Bhawna Agarwal	12,73,690	I
9	Sonu Kajaria	10,30,010	ĺ
10	Payal Agrawal	10,00,000	I
11	Shraddha Agarwal	8,00,000	ĺ
12	Keshav Bhajanka	1,22,925	ĺ
13	Brijdham Merchants Pvt. Ltd.	1,82,31,990	I
14	Sriram Merchants Pvt. Ltd.	67,39,870	I
15	Sriram Vanijya Pvt. Ltd.	85,02,180	I
16	Auroville Investments Pvt. Ltd	18,45,000	I
17	Sumangal International Pvt. Ltd.	76,66,800	ĺ
18	Sumangal Business Pvt. Ltd.	68,31,240	ĺ
-		11.52.67.649	

The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter Group and persons in control of the Company who intend to SUMANGAL BUSINESS PVT. LTD. participate in the Buyback are set out below: SAJJAN BHAJANKA

<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1 66 15 675	1	1.60	2,65,50,041
19.08.2015	Market Sale	(47,20,000)	1	11.73	5,53,65,066
06.01.2018	Market Sale	(4,50,000)	1	16.12	72,54,000
08.01.2018	Market Sale	(1,60,000)	1	16.47	26,35,334
09.01.2018	Market Sale	(16,037)	1	16.09	2,58,101
11.01.2018	Market Sale	(26,895)	1	16.06	4,31,820
12.01.2018	Market Sale	(8,250)	1	16.00	1,32,000
	Total	1,12,34,493			
SANJAY AGARWAL				8	33
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
	Allotment pursuant to Scheme of Arrangement between Shyam				<u> </u>

1,95,08,245

(47.20,000)

(4,50,000)

(44,888)

(35,017)

05.01.2018 08.01.2018 BHAWNA AGARWAL 3,33,64,964 Date of Transaction

0.56 13,00,614 1

16.20

rore Only) equity shares (re	epresenting 4.50% of the total number o	f shares in the present paid-u	ip equity share capital	of the Company) at a price of ₹28/- (F	tupees Twenty Eight only)
	ced on September 15, 2022.				
n to shareholders; olders. The Company belie	ves that this reservation of 15% for sma	Il shareholders would benefit	public shareholders, w	ho would get classified as "Small Sha	areholder";
Buyback Offer or they may	y choose to not to participate and enjoy	a resultant increase in their p	ercentage shareholdin	g, post the Buyback Offer, without ad	ditional investment;
ne date of this Public Annou	uncement is given below:-				
SANJAY AGARWAL					
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
10.01.2018	Market Sale	(41,966)	1	16.04	6,72,993
12.01.2018	Market Sale Total	(3,398)	1	16.00	54,368
RAJESH KUMAR AG		1,42,12,976			
Date of Transaction		No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
Date of Transaction	Allotment pursuant to Scheme of	No. of Equity offares	race value (Ita.)	Acquisition/bale Frice (Ks.)	Consideration (Rs.)
28.04.2015	Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	7,45,225	1	2.07	15,43,947
18.01.2021	Transmission of shares of Mr. Hari Prasad Agrawal	24,35,760	1	1.00	24,47,484
	Total	31,80,985		7	
SANTOSH BHAJANK		No( F	Franklin (5. )	A	0
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1,50,49,500	1	0.35	51,95,143
	Total	1,50,49,500			2
SONU KAJARIA	5. SUSSIB				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor	10,30,010	1	5.32	54,74,561
24.07.2017	Company) Market Purchase	2,00,000	4	9.96	19,92,509
02.01.2018	Market Sale	(2,00,000)	1	13.84	27,67,706
02.01.2010	Total	10,30,010	- 1	15.04	27,01,700
PAYAL AGRAWAL	10001	1777777	,		-
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor	10,00,000	1	1.51	15,11,103
	Company) Total	10,00,000			
SHRADDHA AGARW	17,171	10,00,000		· · · · · · · · · · · · · · · · · · ·	
Date of Transaction	Nature of Transaction	No of Equity Shares	Face Value /De V	Acquisition/Sale Price (Rs.)	Consideration (Pe.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	8,00,000	1	2.46	19,70,390
	Total	8,00,000			7 3
SRIRAM VANIJYA PV	/T. LTD.				
Date of Transaction		No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	85,02,180	1	0.26	21,85,204
SDIDAM MEDCUANT	Total	85,02,180			

Arrangement between Shyam Century Ferrous Limited (Transferee 28.04.2015 1,44,88,750 0.30 43,40,414 Company) and Star Ferro and Cement Limited (Transferor Company) 1,44,88,750 AUROVILLE INVESTMENTS PVT. LTD. Date of Transaction Nature of Transaction No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee 28.04.2015 18.45,000 1 0.39 7,14,670 Company) and Star Ferro and Cement Limited (Transferor Company)

67,39,870

67,39,870

1,22,925

1,22,925

18,45,000

No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Date of Transaction | Nature of Transaction Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee 28.04.2015 1 0.46 35,14,763 76,66,800 Company) and Star Ferro and Cement Limited (Transferor Company) 76,66,800 Total Date of Transaction Nature of Transaction No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.)

Arrangement between Shyam Century Ferrous Limited (Transferee 1 28.04.2015 68.31.240 0.33 22.64,797 Company) and Star Ferro and (Transferor Cement Limited Company) 68,31,240 Total SUMITRA DEVI AGARWAL Date of Transaction Nature of Transaction No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee 28.04.2015 16,76,250 1 0.35 5,88,596 Company) and Star Ferro and Cement Limited (Transferor Company)

Nature of Transaction No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee 28.04.2015 23,21,690 Company) and Star Ferro and Cement Limited (Transferor

(1.00,000)

(50.000)

15,26,250

(Transferor

Century Ferrous Limited (Transferee

Company) and Star Ferro and

Limited

1.71

11.98

16.12

16.26

16.05 5,62,029

5.65.43.184

72,54,000

7,29,807

SRIRAM MERCHANTS PVT. LTD.

28.04.2015

**KESHAV BHAJANKA** 

28.04.2015

DIVYA AGARWAL

Date of Transaction

Date of Transaction Nature of Transaction

Date of Transaction Nature of Transaction

Cement

SUMANGAL INTERNATIONAL PVT. LTD.

Company)

Cement

Company)

Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee

Company) and Star Ferro and

Total

Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee

Company) and Star Ferro and

Total

Allotment pursuant to Scheme of

Total

Allotment pursuant to Scheme of

Total

Limited

Nature of Transaction

(Transferor

(Transferor

Limited

Market Sale

Market Sale

Company)

No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.)

No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.)

No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.)

1

0.64

12.74

43,43,257

15,66,552

Kolkata

16,12,000

8,10,138

financialexp.epap.in

Cement

Company)

Market Sale

Market Sale

Market Sale

Market Sale

28.04.2015

19.08.2015

05.01.2018

08.01.2018

09.01.2018

Date of Transaction Nature of Transaction

28.04.2015

Allotment pursuant to Scheme of

Arrangement between Shyam

Century Ferrous Limited (Transferee

Company) and Star Ferro and

**FINANCIAL EXPRESS** 

BHAWNA AGARWAL No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Date of Transaction Nature of Transaction 1,25,54,503 19.08.2015 Market Sale Total 12,73,690 BRIJDHAM MERCHANTS PVT. LTD. Date of Transaction | Nature of Transaction No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee 28.04.2015 77,43,990 0.69 53,53,984 Company) and Star Ferro and Cement Limited (Transferor Company) 18,00,000 1,29,05,910 31.10.2018 Market Purchase 06.06.2019 Market Purchase 86,88,000 5.35 4,66,70,036 1,82,31,990 Total HARI PRASAD AGARWALA AND ORS

Limited (Transferor Cement Company) 15,30,990 Note: 5,00,000 Equity Shares of Re. 1/- each were cancelled pursuant to the Scheme of Arrangement sanctioned by the Hon'ble Meghalaya High Court at Shillong vide its Order dated 31st March, 2015 between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)

15,30,990

No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.)

0.38

5,85,901

4. The Company confirms that there are no defaults subsisting in repayment of deposits, interest payable thereon, redemption of debentures & interest payable thereon, redemption of preference shares or payment of dividend due to any shareholder or repayment of any loans and interest payable thereon to any financial institution or banking company. 5. The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion: a) That immediately following the date of convening of the Board Meeting at which the buyback of the Company's equity shares is approved, there will be no grounds on which the

Company can be found unable to pay its debts. b) As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of passing of the postal ballot resolution approving the buyback.

c) In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

d) That the debt equity ratio of the Company after Buy Back will be within the limit of 2:1 as prescribed under the Act.

Report addressed to the Board of Directors by the Company's Auditor on the permissible capital payment and the opinion formed by Directors regarding insolvency: The text of the Report dated August 11, 2022 received from M/s. D.K. Chhajer & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

QUOTE The Board of Directors Shyam Century Ferrous Limited Village: Lumshnong, P.O. Khaliehriat

Dist. East Jaintia Hills Meghalaya - 793 210 Statutory Auditor's Report on proposed buyback of equity shares pursuant to the requirements of the Companies Act, 2013 (the "Act") and Clause (xi) of Schedule I to the

Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations"). This Report is issued in terms of our engagement dated August 11, 2022. 2. We have been engaged by Shyam Century Ferrous Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible

capital payment in connection with the proposed buy-back of the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and the Buyback The Board of Directors of the Company have approved a proposal for buyback of 1,00,00,000 fully paid-up equity shares for an aggregate consideration of Rs. 28,00,00,000/- (Rupees

Twenty-Eight Crores only) at its meeting held on August 11, 2022, subject to approval of the shareholders, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies

Act, 2013 (the "Act") and the Buyback Regulations. We have been requested by the Management of the Company to provide a report on the accompanying statement of permissible capital payment (including premium) ('Annexure A') as at March 31, 2022 (herein after referred to as the "Statement"). This Statement contains the amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of Section 68 (2) of the Act, Regulation 4(i) of the Buyback Regulations and based on the latest audited financial statements for the year ended March 31, 2022. This Statement has been prepared by the Management, which we have initialed for the purposes of identification only. Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2) (c) of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospectus/ offer document of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(6) of the Act and the Buyback Regulations. Auditor's Responsibility:

6. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance on the following "Reporting Criteria" whether: we have inquired into the state of affairs of the Company in relation to the audited financial statements as at March 31, 2022;

(ii) the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited financial statements as at March 31, 2022 in accordance with Section 68(2) of the Companies Act, 2013; and (iii) the Board of Directors of the Company, in their meeting held on August 11, 2022 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on

reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of declaration adopted by the 7. The financial statements for the year ended March 31, 2022 have been audited by us on which we have issued unmodified audit opinion in our report dated May 17, 2022. We conducted our audit of the financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered

Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material 8. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered

Accountants of India ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical

Financial Information, and Other Assurance and Related Services Engagements.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria.

We have performed the following procedures in relation to the Statement: We have inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended March 31, 2022;

(ii) Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on August 11, 2022, which is subject to approval of the shareholder of the Company;

(iii) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations;

(iv) Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buy-back, based on the audited financial statements for the year ended March 31, 2022;

(v) Examined that all shares for buy-back are fully paid-up;

(vi) Read the resolutions passed in the meetings of the Board of Directors. We have done no procedures as regard the projections as approved by the Board of Directors and accordingly do not certify the same;

(vii) Read the Director's declarations for the purpose of buy back and solvency of the Company; (viii) Obtained necessary representations from the management of the Company.

Based on our examination as above, and the information and explanations given to us, in our opinion:

(i) The Statement of permissible capital payment (including premium) towards the proposed buyback of equity shares as stated in Annexure A, is in our view properly determined in accordance with Section 68(2)(c) of the Act.

(ii) The Board of Directors of the Company, in their meeting held on August 11, 2022 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting dated August 2022. Based on the above declaration of the Board of Directors and other information and explanations given to us, which to the best of our knowledge and belief were necessary. for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of the declaration.

Restriction on Use 12. This report has been issued at the request of the Company solely for use of the Company:

(i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013

(ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to Buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, shareholders and any other regulatory

authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (iii) for providing to the Manager to the Buyback offer and should not be used by any other person for any other purpose. 13. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come

save where expressly agreed by our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report. For D.K. Chhaier & Co.

Chartered Accountants Firm's Registration No.: 304138E

Neha Maheshwari

Partner

Membership No.: 308616 UDIN: 22308616AOUSAQ9049

Date: August 11, 2022 Place: Kolkata

Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards Buyback of equity shares in accordance with Section 68(2) (c) of the Companies Act 2013 ("the Act") based on the audited financial statements as at and for the year ended March 31, 2022. (Rs. in Lakhs) As at March 31, 2022 Particulars

Issued, Subscribed and fully paidup Equity Shares 22,21,72,990 Equity Shares of Re. 1/-2,221.73 each, fully paid up Free Reserves - (Refer Note 1) - General Reserve Surplus (Retained Earnings) (Refer Note 2) 9,179.76 Total (A+B) 11,401.49 Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 and Regulation 4 of the Buyback Regulations (i.e. upto 25% of the total paid up capital and free 2,850.37 reserves) Amount proposed by Board Resolution dated August 11, 2022 approving the Buyback, subject to shareholders' approval by special resolution, based on the Audited Financial Statements as 2,800.00 at and for the year ended March 31, 2022

 Free Reserves are as per Clause 43 of section 2 and explanation II to Section 68 of the Companies Act, 2013. Net of re-measurement loss on defined benefit plan of Rs. 1.68 Lakhs as at March 31, 2022.

For D.K. Chhajer & Co. For Shyam Century Ferrous Limited Chartered Accountants (Firm's Registration No. 304138E) Neha Maheshwari Partner Uday Bahadur Chetri (Membership No. 308616) Chief Financial Officer

UNQUOTE

7. RECORD DATE AND SHAREHOLDERS ENTITLEMENT:

7.1 As required under the Buyback Regulations, the Company has fixed Tuesday, September 27, 2022 as the Record Date (the "Record Date") for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback.

7.2 In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating

7.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories:

a) reserved category for Small Shareholders; and

b) the general category for all other shareholders.

7.4 As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares of the Company having market value on the basis of closing price on BSE or NSE, where the highest trading volume is recorded in respect of equity shares as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only).

7.5 In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation of 15% for Small Shareholders would benefit public shareholders, who would get classified as "Small Shareholder"

7.6 On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. 7.7 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their

7.8 The participation of Eligible Shareholder's in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of Equity Shares accepted

under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also accept a part of their entitlement. Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any

7.9 The maximum shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. 7.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be

8.1 The Buyback is open to all equity shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date

sent in due course to the shareholders as on Record Date. Eligible Person(s) who have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Person(s) wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer. Eligible persons which have not registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode 8. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK:

April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law

8.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated

8.3 For implementation of the Buyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker of the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Eureka Stock & Share Broking Services Limited

Contact Person: Mrs. Debomita Guha Maity 1101, Merlin Infinite, DN 51, 11th floor

Salt Lake, Sector V Kolkata - 700091 Tel. No: (033) 66280000 Email: debomita@eurekasec.com Website: www.eurekasec.com

SEBI Registration No.: INZ000169839 8.4 The Company will request BSE to provide the separate Acquisition window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback.

8.5 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker to bid by using quick UCC facility by submitting relevant documents

8.6 The Eligible Shareholder approaching Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

8.7 During the tendering period, the order for selling the shares will be placed in the Acquisition Window by eligible shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Member(s)") can enter orders for demat shares and physical shares.

8.8 Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialized form: 8.8.1 Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member by indicating to their

broker the details of Equity Shares they intend to tender under the Buyback. 8.8.2 The Seller Member would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the

BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Clearing Corporation of India Limited ("Clearing Corporation").

8.8.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by 8.8.4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the

demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation. 8.8.5 For Custodian Participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the

orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation. 8.8.6 Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the BSE Exchange Bidding System to the shareholder. TRS will

contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. 8.8.7 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be

8.8.8 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares

due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company 8.9 Procedure to be followed by Registered Equity Shareholders holding Equity Shares in the Physical form:

8.9.1 In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations. 8.9.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the

complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (A) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (B) original share certificate(s), (C) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (D) self-attested copy of PAN card(s) of all Eligible Shareholders, (E) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.

tender Equity Shares in the Buyback, using the acquisition window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc. 8.9.4 Any Seller Member/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Maheshwari Datamatics Pvt. Ltd. (at the address mentioned at paragraph 11 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Shyam Century Ferrous Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller 8.9.5 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted.

Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard.

8.9.3 Based on these documents, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to

The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids' 8.9.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

8.9.7 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other

relevant documents as required for transfer, if any. 8.10 Modification/cancellation of orders will be allowed during the tendering period of the Buyback. 8.11 The cumulative quantity tendered shall be made available on BSE Limited's website - www.bseindia.com throughout the trading session and will be updated at specific intervals

during the tendering period. 9. METHOD OF SETTLEMENT:

Upon finalization of the basis of acceptance as per Buyback Regulations: 9.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. 9.2 The Company will pay the consideration to the Clearing Corporation on or before the pay-in date for settlement for Equity Shares accepted under the Buyback, the Shareholders

whose shares have been accepted in the Buyback will receive funds payout in their settlement bank account from Clearing Corporation. 9.3 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the

accepted bid will be transferred to the Clearing Corporation. 9.4 In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.

9.5 Excess or unaccepted Equity Shares which are in physical form, if any, tendered by the Eligible Shareholders would be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in physical form, in case the Equity Shares accepted by the Company are less than the Equity Shares that are tendered. 9.6 The equity shares bought back in the demat form would be transferred directly to the demat account of the Company opened for Buyback (the "Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the equity shares from the clearing and settlement

9.7 The settlements of fund obligation for Equity Shares in dematerialized and physical form shall be affected as per the SEBI Circulars and as prescribed by the Designated Stock Exchange and Clearing Corporation from time to time and the Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. For Equity Shares in dematerialized form accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. For Equity Shares in physical form, the Clearing Corporation will release the funds to the Seller Member(s) as per secondary market payout mechanism. If such shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI / bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the Seller Member for onward transfer to such shareholders. The Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

9.8 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed. 9.9 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction).

The Buyback consideration received by the Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders. 9.10 The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations. 10. COMPLIANCE OFFICER:

Ms. Ritu Agarwal, Company Secretary and Compliance Officer Shyam Century ferrous Limited Century House, 2nd Floor

P 15/1, Taratala Main Road CPT Colony, Taratala Kolkata - 700088 Tel no. (033) 24015555; Fax No. (033) 24015555 Email: rituagarwal@starcement.co.in

Website: www.shyamcenturyferrous.com Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and Public holidays.

11. INVESTOR SERVICE CENTRE & REGISTRAR TO THE OFFER/ RTA: In case of any query, the shareholders may contact the Registrar to the Buyback during working hours, i.e. 10.00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and

Public holidays at the following address: Registrar to the Buyback: Maheshwari Datamatics Pvt. Ltd. 23 R. N. Mukherjee Road, 5th floor, Kolkata - 700001 Tel No.: (033) 22482248, 22435029

Fax No.: (033) 22484787 Email: mdpldc@yahoo.com, Website: http://www.mdpl.in Contact Person: Mr. Ravi Bahl SEBI Registration No.: INR000000353 12. MANAGER TO THE BUYBACK OFFER:

The Company has appointed the following as Merchant Banker / Manager to the Buyback:



19 R N Mukherjee Road, Main Building, 2nd Floor Kolkata - 700 001

Tel. No: +91 33 46000607 Fax: +91 33 46000607 Email: manav.goenka@horizon.net.co Website: www.horizon.net.co Contact Person: Mr. Manay Goenka SEBI REGN NO: INM000012926

Validity: Permanent (unless suspended or cancelled by SEBI)

13. DIRECTORS RESPONSIBILITY: As per Regulation 24(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public

Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information. A copy of this Public Announcement will be available on the SEBI's website www.sebi.gov.in during the period of the Buyback. For and on behalf of the Board of Directors of

M/s. Shyam Century Ferrous Limited

Rajesh Kumar Agarwal	Ritu Agarwal
Director	Company Secretary & Compliance Officer
DIN: 00223718	M.No.: A39155

Place: Kolkata Date: September 17, 2022

Aditya Vimalkumar Agrawal

Managing Director

DIN: 03330313



19 सितंबर, 2022

# SHYAM CENTURY

FERROUS

## SHYAM CENTURY FERROUS LIMITED

Phone No: (033) 24015555, Fax No: (033) 24015555, CIN: L27310ML2011PLC008578, Website: www.shyamcenturyferrous.com E-mail: investors@shyamcenturyferrous.com

Contact Person: Ms. Ritu Agarwal, Company Secretary and Compliance Officer

Registered Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210, Corporate Office: Century House, 2nd Floor, P 15/1, Taratala Main Road, CPT Colony, Taratala, Kolkata - 700088

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SHYAM CENTURY FERROUS LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER PROCESS UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulations 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "Buyback Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures.

as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations. CASH OFFER FOR BUYBACK OF UPTO 1,00,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH AT A PRICE OF ₹28/- (RUPEES TWENTY EIGHT ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE:

.1. The Board of Directors (the "Board") of M/s. Shyam Century Ferrous Limited ("Shyam Century" or the "Company") at its meeting held on August 11, 2022 ("Board Meeting"), pursuant to provisions, if any, of the Companies Act, 2013 (the "Companies Act") as amended, the Companies (Share Capital and Debentures) Rules, 2014, ("Management Rules"), Companies (Management Rules") as amended from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, ("LODR Regulations") and subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Assam, Meghalaya and other North Eastern States ("ROC") and/ or other authorities and Exchange Board of India ("SEBI"), Registrar of Companies, Assam, Meghalaya and other North Eastern States ("ROC") and/ or other authorities and Exchange Board of India ("SEBI"), Registrar of Companies, Assam, Meghalaya and other North Eastern States ("ROC") and/ or other authorities and Exchange Board of India ("SEBI"), Registrar of Companies, Assam, Meghalaya and other North Eastern States ("ROC") and/ or other authorities and Exchange Board of India ("SEBI"), Registrar of Companies, Assam, Meghalaya and other North Eastern States ("ROC") and/ or other authorities ("ROC") and/ or other author such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution, approved the Buyback of not exceeding 1,00,00,000 (One Crore Only) equity shares (representing up to 4.50% of the present outstanding equity shares of the Company) at a price of ₹28/- (Rupees Twenty Eight Crores only) ("Buyback Price"), payable in cash for an aggregate amount of up to ₹28,00,00,000 (Rupees Twenty Eight Crores only) ("Buyback Price"). Size") (excluding transaction costs viz. brokerage costs, fees, turnover charges, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc., expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc.) ("Transaction Cost"), which represent 24.56% of the aggregate of the fully paid-up equity share capital and free reserves as per the Audited accounts of the Company for the Financial year ended 31st March, 2022, on a proportionate basis through tender offer ("Tender Offer") as prescribed under the Buyback Regulations from all the shareholders / beneficial owners of the Company who holds equity shares as on the record date i.e., September 27, 2022 ("Record Date") ("Eligible Shareholder") ("Buyback" or "Buyback Offer"). 1.2. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Companies Act"), the Board had sought the approval of the Company's shareholders for the Buyback by way of a notice of postal ballot dated August 11, 2022 ("Postal Ballot").

Notice"). The shareholders of the Company approved the Buyback on September 14, 2022 ("Shareholders' Resolution Date") through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on September 15, 2022 ("Shareholders' Approval"). 1.3. The maximum amount required by the Company for the Buyback Offer aggregating to ₹28,00,00,000 (Rupees Twenty Eight Crores only) will be sourced out of internal accruals and / or free reserves & surplus of the Company does not intend to raise debt for the explicit purposes of the Buyback. Accordingly, borrowed funds will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business. The Company shall not be more than twice the fully paid up share capital of the Company and free reserves after the Buyback. 1.4. The Equity Shares are proposed to be bought back through Tender Offer at a price of 28/- per Equity Shares on NSE and BSE, respectively, during the 2 (two) months preceding August 06, 2022, being the date of intimation to the stock exchanges regarding the proposal of Buyback being considered at Board Meeting ("Intimation Date") and a premium of 36.25% over the closing price of the Equity Shares on the NSE and the BSE respectively, on August 05, 2022 being the date immediately preceding the Intimation Date. The closing market price of the Equity Shares as on August 05, 2022 being the date immediately preceding the Intimation Date. 05, 2022 being the date immediately preceding the Intimation Date was ₹ 20.55 and ₹ 20.55 and as on the Board Meeting Date i.e. August 11, 2022 was ₹22.85 and ₹ 22.85 on NSE and BSE, respectively.

1.5. The Buyback shall be on a proportionate basis from all the equity shareholders of the Company through the "Tender Offer" process, as prescribed under Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of equity shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (the "SEBI Circular"). Please see paragraph 7 of this Public Announcement for details regarding record date and share entitlement for tender in the Buyback. 1.6. The buyback offer size doesn't include any other expenses incurred or to be incurred for the buyback tax, GST, stamp duty, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses. 2. NECESSITY/RATIONALE FOR BUYBACK:

Share buyback is the acquisition by a Company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the Company. The Board at its meeting held on August 11, 2022, considered the accumulated free reserves as well as the cash liquidity reflected and considering these, the Board decided to allocate a sum of ₹28,00,00,000. (Rupees Twenty Eight Crores only) for distributing to the shareholders holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 1,00,00,000 (One Crore Only) equity shares (representing 4.50% of the total number of shares in the present paid-up equity share capital of the Company) at a price of ₹28/- (Rupees Twenty Eight only) per equity share for an aggregate consideration of ₹28,00,00,000 (Rupees Twenty Eight Crores only).

Buyback is a more efficient form of distributing surplus cash to the shareholders holding equity shares of the Company, inter-alia, for the following reasons:

Shareholding (%)

(i). The Buyback will help the Company to distribute surplus cash to its shareholders holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders:

(ii). The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of 15% for small shareholders would benefit public shareholders, who would get classified as "Small Shareholder": (iii). The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value:

(iv). The Buyback gives an option to the shareholders holding equity shares of the Company, who can choose to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment; (v). The Buyback would help in optimizing the capital structure.

3. DETAILS OF PROMOTER SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK:

Name of the Shareholder

August 11, 2022, is as follows:

Aggregate No.

3.1 The aggregate shareholding of the Promoter/Promoter Group who are in control of the Company as on August 11, 2022 i.e., the date of Board Meeting and September 17, 2022 i.e. the date of this Public Announcement is given below: Shareholding of the persons forming part of the Promoter / Promoter Group:

No. of Equity Shares

The shareholders of the Company approved the Buyback on September 14, 2022 through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on September 15, 2022.

	rame or the charenolaer	no. or Equity offices	ondictioning (70)
Α	PROMOTERS		
1	Sajjan Bhajanka	1,12,34,493	5.06
2	Sanjay Agarwal	1,42,12,976	6.40
3	Rajesh Kumar Agarwal	31,80,985	1.43
4	Prem Kumar Bhajanka		
	Sub-Total (A)	2,86,28,454	12.89
В	PROMOTER GROUP		
5	Santosh Bhajanka	1,50,49,500	6.77
6	Divya Agarwal	1,44,88,750	6.52
7	Hari Prasad Agarwala and Others	15,30,990	0.69
8	Sumitra Devi Agarwal	15,26,250	0.69
9	Bhawna Agarwal	12,73,690	0.57
10	Sonu Kajaria	10,30,010	0.46
11	Payal Agrawal	10,00,000	0.45
12	Shraddha Agarwal	8,00,000	0.36
13	Keshav Bhajanka	1,22,925	0.06
14	Brijdham Merchants Pvt. Ltd.	1,82,31,990	8.21
15	Sriram Merchants Pvt. Ltd.	67,39,870	3.03
16	Sriram Vanijya Pvt. Ltd.	85,02,180	3.83
17	Auroville Investments Pvt Ltd	18,45,000	0.83
18	Sumangal International Pvt. Ltd.	76,66,800	3.45
19	Sumangal Business Pvt. Ltd.	68,31,240	3.07
20	Yash Bhajanka	0.000 (1.000) 20	7 (100 (100 (100 (100 (100 (100 (100 (10
21	Nancy Choudhary		T
200-21	Sub-Total (B)	8,66,39,195	39.00
	Grand Total (A+B)	11,52,67,649	51.89

3.2 The aggregate number of Equity Shares purchased or sold by persons mentioned in Clause 3.1 above during a period of six months preceding the date of the Board Meeting i.e.

Name of the Nature of Date of of Equity Shares Maximum Minimum Date of Promoter/ purchased or Transaction Price (Rs.) Maximum Price Price (Rs.) Minimum Price Promoter Group sold PROMOTER 9.16.000 Market Sale 20.75 14.02.2022 18.95 14.02.2022 4.00.000 15.02.2022 18.95 15.02.2022 Market Sale 20.75 2.58.000 Market Sale 21.35 16.02.2022 20.40 16.02.2022 17.02.2022 17.02.2022 2,24,700 Market Sale 21.50 19.70 3.76.570 18.02.2022 18.85 18.02.2022 Market Sale 20.05 21.02.2022 17.60 84,894 Market Sale 18.30 21.02.2022 2.05,815 Market Sale 18.85 23.02.2022 18.25 23.02.2022 50.585 Market Sale 18.45 24.02.2022 16.80 24.02.2022 4.00.000 02.03.2022 19.00 02.03.2022 Market Sale 20.25 Prem Kumar Bhajanka 2.00.000 03.03.2022 19.90 03.03.2022 Market Sale 21.20 20.50 04.03.2022 19.20 04.03.2022 21,076 Market Sale 1.69.794 07.03.2022 18.65 07.03.2022 Market Sale 19.80 1.81.405 Market Sale 20.40 09.03.2022 19.05 09.03.2022 1.43.339 10.03.2022 19.15 10.03.2022 Market Sale 20.20 2.00.000 11.03.2022 19.40 11.03.2022 Market Sale 19.85 68,453 19.95 21.03.2022 19.10 21.03.2022 Market Sale 10.00.000 20.60 25.03.2022 18.40 25.03.2022 Market Sale 8.84,875 Market Sale 22.65 28.03.2022 21.85 28.03.2022

3.3 Shareholding of the Directors of the Promoter Group Companies [mentioned in point (3.1) above] as on August 11, 2022 i.e., the date of Board Meeting and September 17, 2022 i.e. the date of this Public Announcement is as under:

change in their shareholdings for last six months prior to the date of the Board Meeting and from the date of the Board Meeting till date.

Except as disclosed above, the Promoter and Persons in Control mentioned in Clause 3.1 above have not purchased or sold any Equity Shares of the Company and there has been no

Name of Directors of Companies forming No. of Equity Shares Percentage (%) part of Promoter and Promoter Group

		N 27	
contract.	The state of the s	SRIRAM MERCHANTS PVT. LTD.	Morroy
1	Sajjan Bhajanka	1,12,34,493	5.06
2	Santosh Bhajanka	1,50,49,500	6.77
3	Keshav Bhajanka	1,22,925	0.06
300000		SRIRAM VANIJYA PVT. LTD.	A1600000
1	Sajjan Bhajanka	1,12,34,493	5.06
2	Santosh Bhajanka	1,50,49,500	6.77
3	Keshav Bhajanka	1,22,925	0.06
		AUROVILLE INVESTMENTS PVT. LTD.	
1	Sanjay Agarwal	1,42,12,976	6.40
2	Divya Agarwal	1,44,88,750	6.52
milm		SUMANGAL INTERNATIONAL PVT. LTD.	8036
1	Sanjay Agarwal	1,42,12,976	6.40
2	Divya Agarwal	1,44,88,750	6.52
		SUMANGAL BUSINESS PVT. LTD.	(1) (1) (1)
1	Sanjay Agarwal	1,42,12,976	6.40
2	Divya Agarwal	1,44,88,750	6.52
3	Manjrie Agarwala		7.0
30.000	ITTERACTOR CONTROL AND	BRIJDHAM MERCHANTS PVT. LTD.	60.000 Nove
1	Rajesh Kumar Agarwal	31,80,985	1.43
2	Sajjan Bhajanka	1,12,34,493	5.06
3	Sanjay Agarwal	1,42,12,976	6.40
4	Sumitra Devi Agarwal	15,26,250	0.69
4 Nor	ne of the directors of the companies forming part of promo-	er group [mentioned in point (3.1) above] have purchased or	r sold any Equity Shares of the Company and there

3.5 INTENTION OF THE PROMOTER AND PERSONS IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUYBACK INDICATING THE NUMBER OF EQUITY SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE In terms of the Buyback Regulations, under the tender offer, the Promoter and Persons in Control have the option to participate in the Buyback. In this regard, the Promoter and Persons

in Control vide their letters dated August 11, 2022 have expressed their intention to tender Equity Shares in the Buy-back and offer upto an aggregate maximum number of 11,52,67,649

The maximum number of Equity Shares to be tendered by the Promoter and Persons in Control who have expressed their intention to tender equity shares in the Buyback is as under: Maximum number of Equity Shares which may be tendered SI.No. Name of the Promoter and Persons in Control

O1.140.	Marile of the Fromoter and Fersons in Control	maximum number of Equity offares which may be tendered
1	Sajjan Bhajanka	1,12,34,493
2	Sanjay Agarwal	1,42,12,976
3	Rajesh Kumar Agarwal	31,80,985
4	Santosh Bhajanka	1,50,49,500
5	Divya Agarwal	1,44,88,750
6	Hari Prasad Agarwala and Others	15,30,990
7	Sumitra Devi Agarwal	15,26,250
- 8	Bhawna Agarwal	12,73,690
9	Sonu Kajaria	10,30,010
10	Payal Agrawal	10,00,000
11	Shraddha Agarwal	8,00,000
12	Keshav Bhajanka	1,22,925
13	Brijdham Merchants Pvt. Ltd.	1,82,31,990
14	Sriram Merchants Pvt. Ltd.	67,39,870
15	Sriram Vanijya Pvt. Ltd.	85,02,180
16	Auroville Investments Pvt. Ltd	18,45,000
17	Sumangal International Pvt. Ltd.	76,66,800
18	Sumangal Business Pvt. Ltd.	68,31,240
		11,52,67,649

participate in the Buyback are set out below:

SAJJAN BHAJANKA	A CONTRACTOR OF THE PROPERTY O				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1 1 100 10 0/0	1	1.60	2,65,50,041
19.08.2015	Market Sale	(47,20,000)	1	11.73	5,53,65,066
06.01.2018	Market Sale	(4,50,000)	1	16.12	72,54,000
08.01.2018	Market Sale	(1,60,000)	1	16.47	26,35,334
09.01.2018	Market Sale	(16,037)	1	16.09	2,58,101
11.01.2018	Market Sale	(26,895)	1	16.06	4,31,820
12.01.2018	Market Sale	(8,250)	1	16.00	1,32,000
	Total	1,12,34,493			
SANJAY AGARWAL		(i) 1000 10 , 1	Š. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	XV 2000	33
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor	1,95,08,245	1	1.71	3,33,64,964

(47.20.000)

(4.50.000)

(44.888)

(35,017)

Company) Market Sale

Market Sale

Market Sale

Market Sale

19.08.2015

05.01.2018

08.01.2018

09.01.2018

www.readwhere.com

SANJAY AGARWAL					
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration
10.01.2018	Market Sale	(41,966)	1	16.04	6,72,993
12.01.2018	Market Sale	(3,398)	1	16.00	54,368
- CMSC00199700	Total	1,42,12,976	X1	0.0000000000000000000000000000000000000	9600130018
<b>RAJESH KUMAR AG</b>	ARWAL		XA	9 66 91 17	00.00
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	7,45,225	1	2.07	15,43,947
18.01.2021	Transmission of shares of Mr. Hari Prasad Agrawal	24,35,760	1	1.00	24,47,484
	Total	31,80,985			

	Cement Limited (Transferor Company)				
18.01.2021	Transmission of shares of Mr. Hari Prasad Agrawal	24,35,760	1	1.00	24,47,484
	Total	31,80,985	0		
SANTOSH BHAJANI	KA	FRANK KONSTANT THE ADDRESS			
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1,50,49,500	1	0.35	51,95,143
	Total	1,50,49,500	le control de la		
SONU KAJARIA					
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee			5.32	54 74 561

5.32

0.26

54,74,561

21,85,204

	Cement Limited (Transferor Company)				
24.07.2017	Market Purchase	2,00,000	1 1	9.96	19,92,509
02.01.2018	Market Sale	(2,00,000)	1	13.84	27,67,706
	Total	10,30,010	o e		
PAYAL AGRAWAL	IP 2018900 5	1. 000059405 P0000	(5)		
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	10,00,000	1	1.51	15,11,103
	Total	10,00,000			

10,30,010

Company) and Star Ferro and

Allotment pursuant to Scheme of

Century Ferrous Limited (Transferee

Arrangement between

Company)

28.04.2015

5.65,43,184

72,54,000

7,29,807

5,62,029

11.98

16.12

16.26

16.05

	Total	10,00,000			
SHRADDHA AGARW	/AL	N Wandares	01		
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	8,00,000	1	2.46	19,70,390
es personal control participation of	Total	8,00,000	1		į.
SRIRAM VANIJYA PI	VT. LTD.	7: 40.00000000000000000000000000000000000	WI		
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)

20.01.20	Company) and Star Ferro and Cement Limited (Transferor Company)				Medi
	Total	85,02,180	/		
SRIRAM MERCHAN	TS PVT. LTD.	TOTAL PROPERTY OF THE PROPERTY		AND THE PARTY OF T	ATTACH TOWNS OF THE PARTY OF TH
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	67 39 870	1	0.64	43,43,257
74-2560/10 U-0 00/0 00/00 0	Total	67,39,870			
KESHAV BHAJANKA	Å				
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
	Allotment pursuant to Scheme of Arrangement between Shyam				, , ,

85,02,180

Date of Hallsaction	Nature of Hallsaction	No. of Equity offares	i ace value (its.)	Acquisition/bale rince (No.)	Consideration (ixa
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1,22,925	1	12.74	15,66,552
entropy of the property of the	Total	1,22,925			
DIVYA AGARWAL	the consider.		**		Ď.
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor	1,44,88,750	1	0.30	43,40,414

	MENTS PVT. LTD.  Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	18,45,000	1	0.39	7,14,670
	Total	18,45,000			

ate of fransaction	Nature of Transaction	No. of Equity Shares	race value (RS.)	Acquisition/Sale Frice (Ks.)	Consideration (Ks.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	76,66,800	1	0.46	35,14,763
	Total	76,66,800			
UMANGAL BUSINE	SS PVT. LTD.	B 1062-27/16203	Ni S		01
ate of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)

28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	68,31,240	1	0.33	22,64,797
	Total	68,31,240			
SUMITRA DEVI AGA	RWAL	77 25 101	\$10 C	in the second se	51
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
	Allotment pursuant to Scheme of				

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	16,76,250	1	0.35	5,88,596
05.01.2018	Market Sale	(1,00,000)	1	16.12	16,12,000
	Market Sale	(50,000)	1	16.20	8,10,138
111110000000000000000000000000000000000	Total	15,26,250	17.5811	13.000000	100000000000000000000000000000000000000
BHAWNA AGARWAI	Discourage of the control of the con	5	100	X	30

	Total	15,26,250	77.511	***************************************	
BHAWNA AGARWAL		5	100		8
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	23,21,690	1	0.56	13,00,614

BHAWNA AGARWAL No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Date of Transaction Nature of Transaction Market Sale 12,73,690 Total BRIJDHAM MERCHANTS PVT. LTD. Date of Transaction Nature of Transaction No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Allotment pursuant to Scheme or Arrangement between Shyam Century Ferrous Limited (Transferee 28.04.2015 77,43,990 0.69 53,53,984 Company) and Star Ferro and Cement Limited (Transferor Company) 31,10,2018 18.00.000 1,29,05,910 Market Purchase 06.06.2019 Market Purchase 86,88,000 5.35 4.66,70,036

HARI PRASAD AGARWALA AND ORS

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	15,30,990	1	0.38	5,85,901
	Total	15.30.990		U.	

1.82.31.990

Note: 5,00,000 Equity Shares of Re. 1/- each were cancelled pursuant to the Scheme of Arrangement sanctioned by the Hon'ble Meghalaya High Court at Shillong vide its Order dated 31st March, 2015 between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)

4. The Company confirms that there are no defaults subsisting in repayment of deposits, interest payable thereon, redemption of debentures & interest payable thereon, redemption of preference shares or payment of dividend due to any shareholder or repayment of any loans and interest payable thereon to any financial institution or banking company.

5. The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion: a) That immediately following the date of convening of the Board Meeting at which the buyback of the Company's equity shares is approved, there will be no grounds on which the Company can be found unable to pay its debts.

b) As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of passing of the postal ballot resolution approving the buyback

c) In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities)

d) That the debt equity ratio of the Company after Buy Back will be within the limit of 2:1 as prescribed under the Act.

6. Report addressed to the Board of Directors by the Company's Auditor on the permissible capital payment and the opinion formed by Directors regarding insolvency: The text of the Report dated August 11, 2022 received from M/s. D.K. Chhajer & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

QUOTE The Board of Directors Shyam Century Ferrous Limited

Village: Lumshnong, P.O. Khaliehriat Dist. East Jaintia Hills

Meghalaya - 793 210 Statutory Auditor's Report on proposed buyback of equity shares pursuant to the requirements of the Companies Act, 2013 (the "Act") and Clause (xi) of Schedule I to the

Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations"). This Report is issued in terms of our engagement dated August 11, 2022. 2. We have been engaged by Shyam Century Ferrous Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible

capital payment in connection with the proposed buy-back of the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and the Buyback Regulations.

 The Board of Directors of the Company have approved a proposal for buyback of 1,00,00,000 fully paid-up equity shares for an aggregate consideration of Rs. 28,00,00,000/- (Rupees Twenty-Eight Crores only) at its meeting held on August 11, 2022, subject to approval of the shareholders, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buyback Regulations. We have been requested by the Management of the Company to provide a report on the accompanying statement of permissible capital payment (including premium) ("Annexure A") as at March 31, 2022 (herein after referred to as the "Statement"). This Statement contains the amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of Section 68 (2) of the Act, Regulation 4(i) of the Buyback Regulations and based on the latest audited financial statements for the year ended March 31, 2022. This Statement has been prepared by the Management, which we have initialed for the purposes of identification only. Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2) (c) of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospectus/ offer document of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(6) of the Act and the Buyback Regulations. Auditor's Responsibility:

6. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance on the following "Reporting Criteria" whether: (i) we have inquired into the state of affairs of the Company in relation to the audited financial statements as at March 31, 2022;

(ii) the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited financial statements as at March 31, 2022 in accordance with Section 68(2) of the Companies Act, 2013; and (iii) the Board of Directors of the Company, in their meeting held on August 11, 2022 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on

reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of declaration adopted by the 7. The financial statements for the year ended March 31, 2022 have been audited by us on which we have issued unmodified audit opinion in our report dated May 17, 2022. We

conducted our audit of the financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material

8. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements 10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 6 above. The

procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria.

We have performed the following procedures in relation to the Statement: We have inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended March 31, 2022;

(ii) Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on August 11, 2022, which is subject to approval of the shareholder of the Company;

(iii) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations; (iv) Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buy-back, based on the audited financial statements for

the year ended March 31, 2022; (v) Examined that all shares for buy-back are fully paid-up;

(vi) Read the resolutions passed in the meetings of the Board of Directors. We have done no procedures as regard the projections as approved by the Board of Directors and

accordingly do not certify the same; (vii) Read the Director's declarations for the purpose of buy back and solvency of the Company;

(viii) Obtained necessary representations from the management of the Company. Opinion

Based on our examination as above, and the information and explanations given to us, in our opinion; (i) The Statement of permissible capital payment (including premium) towards the proposed buyback of equity shares as stated in Annexure A, is in our view properly determined in

accordance with Section 68(2)(c) of the Act (ii) The Board of Directors of the Company, in their meeting held on August 11, 2022 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting dated August 11, 2022, Based on the above declaration of the Board of Directors and other information and explanations given to us, which to the best of our knowledge and belief were necessary

for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of the declaration.

This report has been issued at the request of the Company solely for use of the Company:

(i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act, 2013 and the Buyback Regulations; (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to Buyback to be sent to

the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (iii) for providing to the Manager to the Buyback offer and should not be used by any other person for any other purpose.

13. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

For D.K. Chhaier & Co.

Chartered Accountants Firm's Registration No.: 304138E

Neha Maheshwari

Partner Membership No.: 308616

Place: Kolkata

UDIN: 22308616AOUSAQ9049 Date: August 11, 2022

Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards Buyback of equity shares in accordance with Section 68(2) (c) of the Companies Act 2013 ("the Act") based on the audited financial statements as at and for the year ended March 31, 2022. (Rs. in Lakhs)

**Particulars** As at March 31, 2022 Issued, Subscribed and fully paidup Equity Shares 22,21,72,990 Equity Shares of Re. 1. 2,221.73 each, fully paid up Free Reserves - (Refer Note 1) - General Reserve - Surplus (Retained Earnings) (Refer Note 2) 9.179.76 9,179.76 Total (A+B) 11,401.49 Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 and Regulation 4 of the Buyback Regulations (i.e. upto 25% of the total paid up capital and free 2,850.37 reserves) Amount proposed by Board Resolution dated August 11, 2022 approving the Buyback, subject to shareholders' approval by special resolution, based on the Audited Financial Statements as 2,800.00 at and for the year ended March 31, 2022

Free Reserves are as per Clause 43 of section 2 and explanation II to Section 68 of the Companies Act, 2013.

2) Net of re-measurement loss on defined benefit plan of Rs. 1.68 Lakhs as at March 31, 2022. For Shyam Century Ferrous Limited For D.K. Chhajer & Co. Chartered Accountants (Firm's Registration No. 304138E) Neha Maheshwari Uday Bahadur Chetri Partner Chief Financial Officer (Membership No. 308616)

UNQUOTE 7. RECORD DATE AND SHAREHOLDERS ENTITLEMENT:

7.1 As required under the Buyback Regulations, the Company has fixed Tuesday, September 27, 2022 as the Record Date (the "Record Date") for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback.

7.2 In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating

7.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories:

a) reserved category for Small Shareholders; and

b) the general category for all other shareholders.

7.4 As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares of the Company having market value on the basis of closing price on BSE. or NSE, where the highest trading volume is recorded in respect of equity shares as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only). 7.5 In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation of 15% for Small Shareholders would benefit public shareholders, who would get classified as "Small Shareholder".

7.6 On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

7.7 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the

Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their

7.8 The participation of Eligible Shareholder's in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of Equity Shares accepted

under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also accept a part of their entitlement. Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

7.9 The maximum shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. 7.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders as on Record Date. Eligible Person(s) who have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Person(s) wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer. Eligible persons which have not registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode

8. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK:

8.1 The Buyback is open to all equity shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date 8.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated

April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law

8.3 For implementation of the Buyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker of the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows: Eureka Stock & Share Broking Services Limited

Contact Person: Mrs. Debomita Guha Maity 1101, Merlin Infinite, DN 51, 11th floor

Salt Lake, Sector V Kolkata - 700091 Tel. No: (033) 66280000 Email: debomita@eurekasec.com

Website: www.eurekasec.com

SEBI Registration No.: INZ000169839 8.4 The Company will request BSE to provide the separate Acquisition window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback, BSE would be the Designated Stock Exchange for this Buyback.

8.5 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may

approach Company's Broker to bid by using quick UCC facility by submitting relevant documents. 8.6 The Eligible Shareholder approaching Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents

as may be required. The requirement of documents and procedures may vary from broker to broker. 8.7 During the tendering period, the order for selling the shares will be placed in the Acquisition Window by eligible shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Member(s)") can enter orders for demat shares and physical shares.

8.8 Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialized form: 8.8.1 Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member by indicating to their

broker the details of Equity Shares they intend to tender under the Buyback. 8.8.2 The Seller Member would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Clearing Corporation of India Limited ("Clearing Corporation").

8.8.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by BSE or the Clearing Corporation. 8.8.4 The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the

demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

8.8.5 For Custodian Participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation. 8.8.6 Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the BSE Exchange Bidding System to the shareholder. TRS will

contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. 8.8.7 It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be

deemed to have been accepted 8.8.8 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account

active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company 8.9 Procedure to be followed by Registered Equity Shareholders holding Equity Shares in the Physical form: 8.9.1 In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to

tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations. 8.9.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (A) Tender Form duly signed by all Eligible

Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (B) original share certificate(s), (C) valid share transfer form(s)/Form SH-4 duly filled

and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the

appropriate place authorizing the transfer in favour of the Company, (D) self-attested copy of PAN card(s) of all Eligible Shareholders, (E) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport. 8.9.3 Based on these documents, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the

exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc. 8.9.4 Any Seller Member/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Maheshwari Datamatics Pvt. Ltd. (at the address mentioned at paragraph 11 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Shyam Century Ferrous Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller 8.9.5 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted.

as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'. 8.9.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard.

The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids

8.9.7 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. 8.10 Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

8.11 The cumulative quantity tendered shall be made available on BSE Limited's website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period. 9. METHOD OF SETTLEMENT:

Upon finalization of the basis of acceptance as per Buyback Regulations: The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

accepted bid will be transferred to the Clearing Corporation.

9.2 The Company will pay the consideration to the Clearing Corporation on or before the pay-in date for settlement for Equity Shares accepted under the Buyback, the Shareholders whose shares have been accepted in the Buyback will receive funds payout in their settlement bank account from Clearing Corporation.

9.3 Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the

9.4 In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date. 9.5 Excess or unaccepted Equity Shares which are in physical form, if any, tendered by the Eligible Shareholders would be returned back to the concerned Eligible Shareholders

physical form, in case the Equity Shares accepted by the Company are less than the Equity Shares that are tendered. 9.6 The equity shares bought back in the demat form would be transferred directly to the demat account of the Company opened for Buyback (the "Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the equity shares from the clearing and settlement 9.7 The settlements of fund obligation for Equity Shares in dematerialized and physical form shall be affected as per the SEBI Circulars and as prescribed by the Designated Stock

directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in

Exchange and Clearing Corporation from time to time and the Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. For Equity Shares in dematerialized form accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. For Equity Shares in physical form, the Clearing Corporation will release the funds to the Seller Member(s) as per secondary market payout mechanism. If such shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI / bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the Seller Member for onward transfer to such shareholders. The Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. 9.8 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed

9.9 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders. 9.10 The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

10. COMPLIANCE OFFICER: Ms. Ritu Agarwal, Company Secretary and Compliance Officer Shyam Century ferrous Limited

Century House, 2nd Floor P 15/1, Taratala Main Road CPT Colony, Taratala Kolkata - 700088 Tel no. (033) 24015555; Fax No. (033) 24015555

Email: rituagarwal@starcement.co.in

Website: www.shyamcenturyferrous.com Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except

Saturday, Sunday and Public holidays 11. INVESTOR SERVICE CENTRE & REGISTRAR TO THE OFFER/ RTA: In case of any query, the shareholders may contact the Registrar to the Buyback during working hours, i.e. 10.00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and

Public holidays at the following address: Registrar to the Buyback: Maheshwari Datamatics Pvt. Ltd. 23 R. N. Mukherjee Road, 5th floor, Kolkata - 700001

Tel No.: (033) 22482248, 22435029 Fax No.: (033) 22484787 Email: mdpldc@yahoo.com, Website: http://www.mdpl.in Contact Person: Mr. Ravi Bahl SEBI Registration No.: INR000000353 12. MANAGER TO THE BUYBACK OFFER:

The Company has appointed the following as Merchant Banker / Manager to the Buyback:



19 R N Mukherjee Road, Main Building, 2nd Floor Kolkata - 700 001

Tel. No: +91 33 46000607 Fax: +91 33 46000607 Email: manav.goenka@horizon.net.co Website: www.horizon.net.co Contact Person: Mr. Manay Goenka

**SEBI REGN NO: INM000012926** Validity: Permanent (unless suspended or cancelled by SEBI)

13. DIRECTORS RESPONSIBILITY: As per Regulation 24(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information. A copy of this Public Announcement will be available on the SEBI's website www.sebi.gov.in during the period of the Buyback.

For and on behalf of the Board of Directors of M/s. Shyam Century Ferrous Limited

Aditya Vimalkumar Agrawal	Rajesh Kumar Agarwal	Ritu Agarwal				
Managing Director	Director	Company Secretary & Compliance Officer				
DIN: 03330313	DIN: 00223718	M.No.: A39155				
TO A STANKE SHOW A STANKE AND A		10000000000000000000000000000000000000				

Place: Kolkata

Date: September 17, 2022

www.readwhere.com

#### **SHYAM CENTURY FERROUS**

### SHYAM CENTURY FERROUS LIMITED

Registered Office: Vill: Lumehnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210, Corporate Office: Century House, 2nd Floor, P 15/1, Taratala Main Road, CPT Colony, Taratala, Kolkata - 700088

Phone No: (033) 24015555, Fax No: (033) 24015555, CIN: L27310ML2011PLC008578, Website: www.shyamcenturyfemous.com

E-mail: investors@shyamcenturyferrous.com

Contact Person: Ms. Ritu Agarwal, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SHYAM CENTURY FERROUS LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER PROCESS UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(1) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations") for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures

as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

CASH OFFER FOR BUYBACK OF UPTO 1,00,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 EACH AT A PRICE OF ₹28/- (RUPEES TWENTY EIGHT ONLY) PER FULLY PAID-UP EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE:

A DETALS OF THE BUYBACK OF PER AND OFFER PRICES

1.1. The Board of Directors (the "Board of Directors of the Companies Act, 2013 (the "Companies Act, 2013 and Debentures) Rules, 2014, (the "Share Capital sund Debentures) Rules, 2014, (the "Share Capital Rules, 2014, (the Capital Rules, 2014, (

15. The Buyback shall be, subject to applicable laws, facilitated by tendering of equity shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular no. CIRICFD/POLICYCEL1/1/2015 dated April 13, 2015 read with circular no. CFD/DCR/2/CIR/P/2016(1/3) dated December 09, 2016 (the "SEBI Circular"). Please see paragraph 7 of this Public Announcement for details regarding record date and share entitlement for tender in the Buyback Regulations. Additionally, the Buyback Regulations. Please see paragraph 7 of this Public Announcement for details regarding record date and share entitlement for tender in the Buyback offer size doesn't include any other expenses incurred or to be incurred for the buyback like filing fees payable to SEBI, Stock Exchange, advisors, brokerage, securities transaction tax, buyback tax, GST, stamp duty, public announcement publication expenses and other incidental and related expenses.

2. NECESSITY/RATIONALE FOR BUYBACK:

2. NECESSITY/RATIONALE FOR BUYBACK:
Share buyback is the acquisition by a Company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the Company. The Board at its meeting held on August 11, 2022, considered the accumulated free reserves as well as the cash liquidity reflected and considering these, the Board decided to allocate a sum of ₹28,00,00,000 (Rupees Twenty Eight Corres only) for distributing to the shareholders holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 1,00,00,000 (One Crore Only) equity shares (representing 4.50% of the total number of shares in the present paid-up equity share capital of the Company) at a price of ₹28/- (Rupees Twenty Eight only) per equity share for an aggregate consideration of ₹28,00,00,000 (Rupees Twenty Eight Crores only).

The shareholders of the Company approved the Buyback on September 14, 2022 through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on September 15, 2022.

Buyback is a more efficient from of distributing surplus cash to the shareholders holding equity shares of the Company, inter-alia, for the following reasons:

1. The Planck will have be will be a company to distributing surplus cash to the shareholders holding equity shares of the Company. Inter-alia, for the following reasons:

(i). The Buyback will help the Company to distribute surplus cash to its shareholders holding equity shares broadly in proportion to their shareholders;
(ii). The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of 15% of the outlay to small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit public shareholders, who would get classified as "Small Shareholders."

(iii). The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
(iv). The Buyback gives an option to the shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback Offer or they may choose to not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment; (v). The Buyback would help in optimizing the capital structure.

SHRADDHA AGARWAL

SRIRAM MERCHANTS PVT. LTD.

Company) Cement

and Star

Allotment pursuant to Scheme of

Arrangement

Company)

Company)

Ferro and (Transfero

3. DETAILS OF PROMOTER SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK:

3.1 The aggregate shareholding of the Promoter/Promoter/Promoter Group who are in control of the Company as on August 11, 2022 i.e., the date of Board Meeting and September 17, 2022 i.e. Shareholding of the persons forming part of the Promoter / Promoter Group:

SI.No.	Name of the Shareholder	No. of Equity Shares	Shareholding (%)
Α	PROMOTERS	30 S.	
1	Sajjan Bhajanka	1,12,34,493	5.06
2	Sanjay Agarwal	1,42,12,976	6.40
3	Rajesh Kumar Agarwal	31,80,985	1.43
4	Prem Kumar Bhajanka		-
	Sub-Total (A)	2,86,28,454	12.89
В	PROMOTER GROUP	Ve Auditorian Park	1
5	Santosh Bhajanka	1,50,49,500	6.77
6	Divya Agarwal	1,44,88,750	6.52
7	Hari Prasad Agarwala and Others	15,30,990	0.69
8	Sumitra Devi Agarwal	15,26,250	0.69
9	Bhawna Agarwal	12,73,690	0.57
10	Sonu Kajaria	10,30,010	0.46
11	Payal Agrawal	10,00,000	0.45
12	Shraddha Agarwal	8,00,000	0.36
13	Keshav Bhajanka	1,22,925	0.06
14	Brijdham Merchants Pvt. Ltd.	1,82,31,990	8.21
15	Sriram Merchants Pvt. Ltd.	67,39,870	3.03
16	Sriram Vanijya Pvt. Ltd.	85,02,180	3.83
17	Auroville Investments Pvt Ltd	18,45,000	0.83
18	Sumangal International Pvt. Ltd.	76,66,800	3.45
19	Sumangal Business Pvt. Ltd.	68,31,240	3.07
20	Yash Bhajanka		
21	Nancy Choudhary		
	Sub-Total (B)	8,66,39,195	39.00
	Grand Total (A+P)	44 52 57 640	E4 00

		100.000	
3.2 The aggregate number of Equity Shares purchased or sold by persons mentioned in Clause 3.1	above during a period of six months prece	ding the date of the Board Meeting i.e.	

Name of the Promoter/ Promoter Group	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
			PR	OMOTER		
	9,16,000	Market Sale	20.75	14.02.2022	18.95	14.02.2022
	4,00,000	Market Sale	20.75	15.02.2022	18.95	15.02.2022
	2,58,000	Market Sale	21.35	16.02.2022	20.40	16.02.2022
	2,24,700	Market Sale	21.50	17.02.2022	19.70	17.02.2022
	3,76,570	Market Sale	20.05	18.02.2022	18.85	18.02.2022
	84,894	Market Sale	18.30	21.02.2022	17.60	21.02.2022
	2,05,815	Market Sale	18.85	23.02.2022	18.25	23.02.2022
	50,585	Market Sale	18.45	24.02.2022	16.80	24.02.2022
rem Kumar Bhajanka	4,00,000	Market Sale	20.25	02.03.2022	19.00	02.03.2022
Telli Kulliai bilajalika	2,00,000	Market Sale	21.20	03.03.2022	19.90	03.03.2022
	21,076	Market Sale	20.50	04.03.2022	19.20	04.03.2022
	1,69,794	Market Sale	19.80	07.03.2022	18.65	07.03.2022
	1,81,405	Market Sale	20.40	09.03.2022	19.05	09.03.2022
	1,43,339	Market Sale	20.20	10.03.2022	19.15	10.03.2022
	2,00,000	Market Sale	19.85	11.03.2022	19.40	11.03.2022
	68,453	Market Sale	19.95	21.03.2022	19.10	21.03.2022
	10,00,000	Market Sale	20.60	25.03.2022	18.40	25.03.2022
	8,84,875	Market Sale	22.65	28.03.2022	21.85	28.03.2022

Except as disclosed above, the Promoter and Persons in Control mentioned in Clause 3.1 above have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last six months prior to the date of the Board Meeting and from the date of the Board Meeting illi date.

3.3 Shareholding of the Directors of the Promoter Group Companies [mentioned in point (3.1) above] as on August 11, 2022 i.e., the date of Board Meeting and September 17, 2022 i.e.

the date of this Public Announcement is as under:

Si.No. Part of Promoter and Promoter Group		No. of Equity Shares	Percentage (%)				
	SRIRAM MERCHANTS PVT. LTD.						
1	Sajjan Bhajanka	1,12,34,493	5.06				
2	Santosh Bhajanka	1,50,49,500	6.77				
3	Keshav Bhajanka	1,22,925	0.06				
	10 - 7.0.00000	SRIRAM VANIJYA PVT. LTD.	97 7/30				
1	Sajjan Bhajanka	1,12,34,493	5.06				
2	Santosh Bhajanka	1,50,49,500	6.77				
3	Keshav Bhajanka	1,22,925	0.06				
	CONTROL OF THE CONTRO	AUROVILLE INVESTMENTS PVT. LTD.	ASSECTED I				
1	Sanjay Agarwal	1,42,12,976	6.40				
2	Divya Agarwal	1,44,88,750	6.52				
		SUMANGAL INTERNATIONAL PVT. LTD.					
1	Sanjay Agarwal	1,42,12,976	6.40				
2	Divya Agarwal	1,44,88,750	6.52				
	**************************************	SUMANGAL BUSINESS PVT. LTD.	9 NO. A P. C.				
1	Sanjay Agarwal	1,42,12,976	6.40				
2	Divya Agarwal	1,44,88,750	6.52				
3	Manjrie Agarwala	•	•				
21.1	5220754 (70458) 75 (957)	BRIJDHAM MERCHANTS PVT. LTD.	d 95 - 1956				
1	Rajesh Kumar Agarwal	31,80,985	1.43				
2	Sajjan Bhajanka	1,12,34,493	5.06				
3	Sanjay Agarwal	1,42,12,976	6.40				
4	Sumitra Devi Agarwal	15,26,250	0.69				

3.4 None of the directors of the companies forming part of promoter group [mentioned in point (3.1) above] have purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last six months prior to the date of the Board Meeting and from the date of the Board Meeting till date.
3.5 INTENTION OF THE PROMOTER AND PERSONS IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUYBACK INDICATING THE NUMBER OF EQUITY SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE

In terms of the Buyback Regulations, under the tender offer, the Promoter and Persons in Control have the option to participate in the Buyback. In this regard, the Promoter and Persons in Control vide their letters dated August 11, 2022 have expressed their intention to tender Equity Shares in the Buy-back and offer upto an aggregate maximum number of 11,52,67,649 **Equity Shares.** 

		n Control who have expressed their intention to tender equity shares in the Buyback is as under
SI.No.	Name of the Promoter and Persons In Control	Maximum number of Equity Shares which may be tendered
1	Sajjan Bhajanka	1,12,34,493
2	Sanjay Agarwal	1,42,12,976
3	Rajesh Kumar Agarwal	31,80,985
4	Santosh Bhajanka	1,50,49,500
5	Divya Agarwai	1,44,88,750
6	Hari Prasad Agarwala and Others	15,30,990
7	Sumitra Devi Agarwal	15,26,250
8	Bhawna Agarwal	12,73,690
9	Sonu Kajaria	10,30,010
10	Payal Agrawal	10,00,000
11	Shraddha Agarwal	8,00,000
12	Keshav Bhajanka	1,22,925
13	Brijdham Merchants Pvt. Ltd.	1,82,31,990
14	Sriram Merchants Pvt. Ltd.	67,39,870
15	Sriram Vanijya Pvt. Ltd.	85,02,180
16	Auroville Investments Pvt. Ltd	18,45,000
17	Sumangal International Pvt. Ltd.	76,66,800
18	Sumangal Business Pvt. Ltd.	68,31,240

The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter Group and persons in control of the Company who Intend to participate in the Buyback are set out below: SAJJAN BHAJANKA

68,31,240 11,52,67,649

16.12

16.26

5,65,43,184

72,54,000 7,29,807 5,62,029

SACRET IN IN COLUMN	•				
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cernent Limited (Transferor Company)	1,66,15,675	1	1.60	2,65,50,041
19.08.2015	Market Sale	(47,20,000)	1	11.73	5,53,65,066
06.01.2018	Market Sale	(4,50,000)	1	16.12	72,54,000
08.01.2018	Market Sale	(1,60,000)	1	16.47	26,35,334
09.01.2018	Market Sale	(16,037)	1	16.09	2,58,101
11.01.2018	Market Sale	(26,895)	1	16.06	4,31,820
12.01.2018	Market Sale	(8,250)	1	16.00	1,32,000
	Total	1,12,34,493			10.00
<b>SANJAY AGARWAL</b>					
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee	1,95,08,245	1	1.71	3,33,64,964

(47,20,000)

(4,50,000) (44,888)

Cement

Market Sale

Market Sale

Market Sale

19.08.2015

05.01.2018

08.01.2018

Limited

(Transferor

the date of this Public Annou	uncement is given below:-				
SANJAY AGARWAL Date of Transaction	Nature of Transaction	No of Equity Shares	Face Value (Re.)	Acquisition/Sale Price (Rs.)	Consideration (
10.01.2018	Market Sale	(41,966)	1	16.04	6,72,993
12.01.2018	Market Sale	(3,398)	1	16.00	54.368
12.01.2010	Total	1,42,12,976	•	10.00	57,500
RAJESH KUMAR AG		1,72,12,070			
Date of Transaction		No. of Equity Shares	Face Value (Re.)	Acquisition/Sale Price (Rs.)	Consideration (
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	7,45,225	1	2.07	15,43,947
18.01.2021	Transmission of shares of Mr. Hari Prasad Agrawal	24,35,760	1	1.00	24,47,484
	Total	31,80,985			
SANTOSH BHAJANH	CA	0.00	,		
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1,50,49,500	1	0.35	51,95,143
	Total	1,50,49,500			
SONU KAJARIA			77		1
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (F
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	10,30,010	1	5.32	54,74,561
24.07.2017	Market Purchase	2,00,000	1	9.96	19,92,509
02.01.2018	Market Sale	(2,00,000)	1	13.84	27,67,706
	Total	10,30,010	1	1.7.7.1	
PAYAL AGRAWAL		t to to	)		,
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (F
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee	10.00.000	1	1.51	15.11.103

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs
28 04 2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	8,00,000	1	2.46	19,70,390
	Total	8,00,000			
SRIRAM VANIJYA PV	/T. LTD.		, , , , , , , , , , , , , , , , , , , ,		
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Re
28 04 2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor	85,02,180	1	0.26	21,85,204

No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.

10,00,000

85,02,180

28.04.2015	Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	67,39,870	1	0.64	43,43,257
	Total	67,39,870			
<b>KESHAV BHAJANKA</b>	<b>\</b>	0			
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor	1,22,925	1	12.74	15,66,552

	T G LOIL	a bareri acasa.			
VYA AGARWAL		0 0 0			i .
ate of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1,44,88,750	1	0.30	43,40,414

1		TOTAL	1,99,00,130			
1	<b>AUROVILLE INVEST</b>	MENTS PVT. LTD.	N 10 30	70		
1	<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
	28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	18,45,000	1	0.39	7,14,670
1		Total	18,45,000			
1	<b>SUMANGAL INTERN</b>	ATIONAL PVT. LTD.			•	,

te of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs	
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	76,66,800	1	0.46	35,14,763	
	Total	76,66,800				
SEASIMAL MILITARIA	A A MARIE I MIN					

SUMANGAL BUSINE	SS PVT. LTD.				
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferes Company) and Star Ferro and Cement Limited (Transferor Company)	68,31,240	1	0.33	22,64,797
	Total	68,31,240			
SUMITRA DEVI AGA	RWAL			*	

	Company)				
	Total	68,31,240			
<b>SUMITRA DEVI AGA</b>	RWAL				*
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	16,76,250	1	0.35	5,88,596
05.01.2018	Market Sale	(1,00,000)	1	16.12	16,12,000
08.01.2018	Market Sale	(50,000)	1	16.20	8,10,138
201011111111111111111111111111111111111	75-4-1	45 20 250			

00.01.2010	Maryar agia	(00,000)	(d.)	10.20	0,10,100
2.000.000.0000.000	Total	15,26,250	1,000	33100741	30.72.17.8000.0 0000.
BHAWNA AGARWAI					
<b>Date of Transaction</b>	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor	23,21,690	1	0.56	13,00,614

**BHAWNA AGARWAL** No. of Equity Shares | Face Value (Rs.) | Acquisition/Sele Price (Rs.) | Consideration (Rs.) Date of Transaction Nature of Transaction Market Sale 1.25,54,503 BRIJDHAM MERCHANTS PVT. LTD. No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Date of Transaction Nature of Transaction Allotment pursuant to Scheme of between Shyam Amangement Century Ferrous Limited (Transfered 28.04.2015 77,43,990 0.69 53,53,984 Company) and Star Ferro and Limited (Transfero Company) Market Purchase Market Purchase 18,00,000 HARI PRASAD AGARWALA AND ORS No. of Equity Shares | Fece Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.) Date of Transaction Nature of Transaction Allotment pursuant to Scheme of Arrangement between Shyern Century Ferrous Limited (Transferee 28.04.2015 15,30,890 5,85,901 Company) and Star Ferro and Cement Limited (Transferor Company) 15,30,990

Note: 5,00,000 Equity Shares of Re. 1/- each were cancelled pursuant to the Scheme of Arrangement senctioned by the Hon'ble Meghalaya High Court at Shillong vide its ed Stot March, 2015 between Shyam Century Ferrous Limited (Transferse Company) and Star Ferro and Cement Limited (Transferor Company)

4. The Company confirms that there are no defaults subsisting in repayment of deposits, interest psychic framon, redemption of preference shares or payment of dividend due to any shareholder or repayment of any loans and interest psychic thereon to any financial institution or banking company.

5. The Board of Directors of the Company has confirmed that it has made a full enquiry into the effeits and prospects of the Company and has formed the opinion:

a) That immediately following the date of convening of the Board Meeting at which the buyback of the Company's equity shares is approved, there will be no grounds on which the

Company can be found unable to pay its debts.

Company can be found unable to pay its useus.

b) As regards the Company's prospects for the year immediately following the date of the Board Meeting approving the buyback, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fell due and will not be rendered insolvent within a period of one year from the date of passing of the posted ballot resolution exproving the buyteck.
c) In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the

insolvency and Bankrusty Code, 2016 (including prospective and contingent liabilities).
d) That the debt equity ratio of the Company after Buy Back will be within the limit of 2:1 as prescribed under the Act.
6. Report addressed to the Board of Directors by the Company's Auditor on the permissible capital payment and the opinion formed by Directors regarding Insolvency:
The text of the Report deted August 11, 2022 received from M/s. D.K. Chingler & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below QUOTE

The Board of Directors Shyam Century Ferrous Limited Village: Lumshnong, P.O. Khallehrist

Dist. East Jaintle Hills

Meghalaya - 793 210

Statutory Auditor's Report on proposed buyback of equity shares pursuent to the requirements of the Compenies Act, 2013 (the "Act") and Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations").

1. This Report is issued in terms of our engagement dated August 11, 2022.

2. We have been engaged by Shyam Century Ferrous Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy-back of the Company of its equity shares in pursuance of the provisions of Sections 88, 69 and 70 of the Act and the Buyback

regulations.

3. The Board of Directors of the Company have approved a proposal for buyback of 1,00,00,000 fully pald-up equity shares for an aggregate consideration of Re. 28,00,00,000-(Rupece Twenty-Eight Cronss only) at its meeting held on August 11, 2022, subject to approval of the absence of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buyback Regulations. We have been requested by the Management of the Company to provide a report on the accompanying statement of permissible capital payment (Including premium) ("Annexure A") as at March 31, 2022 (herein after referred to as the "Statement"). This Statement contains the amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of Section 68 (2) of the Act, Regulation 4(1) of the Buyback Regulations and based on the latest audited financial statements for the year ended March 31, 2022. This Statement has been prepared by the Management, which we have initiated for the purposes of identification only Management's Responsibility for the Statement.

A. The preparation of the Statement in accordance with Section 66(2) (c) of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital psyment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

appropriate tests of preparation); and hazing estimates that are reasonable in the circumstances.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospectual offer document of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and Informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(5) of the Act and the Buyback Regulations. Auditor's Responsibility:

6. Pursuant to the requirements of the Buyloack Regulations, it is our responsibility to provide a reasonable assurance on the following "Reporting Criteria" whether:

(f) we have inquired into the state of affairs of the Company in relation to the audited financial statements as at March 31, 2022;
(ii) the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited financial statements as at March 31, 2022 in accordance

with Section 68(2) of the Companies Act, 2013; and (II) the Search of Directors of the Company, in their meeting held on August 11, 2022 have formed the opinion as specified in Clauss (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of silinins, be randered insolvent within a period of one year from the date of declaration adopted by the

Board of Directors. 7. The financial statements for the year ended March 31, 2022 have been sudited by us on which we have issued unmodified audit opinion in our report dated May 17, 2022. We conducted our audit of the financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material

8. We conducted our examination of the Statement in accordance with the Guidence Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("Guidence Note"). The Guidence Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered

Accountants of India. 9. We have compiled with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical

Financial information, and Other Assurance and Related Services Engagements.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteris mentioned in paragraph 6 above. The procedures elected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria.

We have performed the following procedures in relation to the Statement:

(i) We have inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended March 31, 2022;

(ii) Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on August 11, 2022, which is subject to

approval of the shareholder of the Company;

(II) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68(2) of the Act and

Regulation 4(f) of the Buyback Regulations;
(iv) Examined that the ratio of dobt owned by the Company, is not more than twice the capital and its free reserve after such buy-back, based on the audited financial statements for year ended March 31, 2022-

(v) Examined that all shares for buy-back are fully paid-up;

(vf) Read the resolutions passed in the meetings of the Board of Directors. We have done no procedures as regard the projections as approved by the Board of Directors and accordingly do not certify the same:

[vii] Read the Director's declarations for the purpose of buy back and solvency of viii) Obtained necessary representations from the management of the Company. ad the Director's declarations for the purpose of buy back and solvency of the Company,

11. Based on our examination as above, and the information and explanations given to us, in our opinion:

(i) The Statement of permissible capital payment (including premium) towards the proposed buyback of equity shares as stated in Annexure A, is in our view properly determined in accordance with Section 68(2)(c) of the Act. (ii) The Board of Directors of the Company, in their meeting held on August 11, 2022 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on

researable grounds and that the Company, will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Soard meeting dated August 11, 2022. Based on the above declaration of the Board of Directors and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of the declaration.

Restriction on Use

12. This report has been leaved at the request of the Company solely for use of the Company:
(f) in connection with this proposed buyback of equity wherea of the Company in pursuence to the provisions of Sections 68 and other applicable provisions of the Company and the Buyback Ragulations; (ii) to enable the Board of Directors of the Company to Include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to Buyback to be sent to

the shareholders of the Company or filed with [a] the Registrar of Compenies, Securifies and Exchange Board of India, Stock Exchanges, shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securifies Depository Limited; and (III) for providing to the Manager to the Buyback offer and should not be used by any other person for any other purpose.

13. Accordingly, we do not accept or essume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come

seve where expressly agreed by our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

For DJK, Chhaler & Co. Chartered Accountants Firm's Registration No.: 304138E Nohe Maheshwarl Partner Membership No.: 308616 LIDIN: 22308818AOUSAD8049 Date: August 11, 2022 Place: Kolkata

Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards Buyback of equity shares in accordance with Section 68[2] (c) of the Companies Act 2013 ("the Act") based on the sudited financial statements as at and for the year ended Merch 31, 2022.

(Rs. in Lakhs) (Rts. In Lakha)

**Particulars** As at March 31, 2022 leased, Subscribed and fully paidup Equity Shares 22,21,72,990 Equity Shares of Re. 1/each, fully paid up Free Reserves - (Refer Note 1) 2,221.78 - General Reserve - Surplus (Reteined Earnings) (Refer Note 2) 9,179.78 9,179.76 11,401,49 Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 and Regulation 4 of the Buyback Regulations (i.e. upto 25% of the total paid up capital and free 2,850,37 Amount proposed by Board Resolution dated August 11, 2022 approving the Buyback, subject to shareholders' approval by special resolution, based on the Audited Financial Statements as et and for the year ended March 31, 2022 2,800.00

1) Free Reserves are as per Cleuse 43 of section 2 and explanation II to Section 68 of the Companies Act, 2013.

2) Net of re-measurement loss on defined benefit plan of Rs. 1.68 Lakha as at March 31, 2022.

For DJK Chhajer & Co. For Shyam Century Ferrous Limited Chartered Accountants (Firm's Registration No. 304138E) Maha Mahashwari Uday Bahadur Chetri Chief Financial Office Partner (Membership No. 308616)

7. RECORD DATE AND SHAREHOLDERS ENTITLEMENT-

7.1 As required under the Buyback Regulations, the Company has fixed Tuesday, September 27, 2022 as the Record Date (the "Record Date") for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback.
7.2 in due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form Indicating the entitlement of the shareholder for participating

in the Buybeck.

7.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories:

a) reserved category for Small Shareholders; and

a) reserved category for small shareholders; and b) the general category for all other shareholders.

7.4 As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares of the Company having market value on the basts of closing price on BSE or NSE, where the highest trading volume is recorded in respect of equity shares as on Record Data, of not more than Rs. 2,00,000/- (Rupees Two Laths Only).

7.5 in accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares emitted as per the shareholders would benefit public shareholders, who would get classified as "Small Shareholder".

7.6 On the basts of the shareholding as on the Record Data, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Data and the ratio of Buyback applicable in the category to which such shareholder halonce.

In the category to which such shareholder belongs.

7.7 After accepting the Equity Shares tendered on the basis of emittement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their

entitioment in other category.

7.8 The participation of Eligible Shareholder's in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of Equity Shares accepted

under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also accept a part of their entitiement. Shareholders also have the option of tendering additional shares (over and above their entitiement) and participate in the shortfall created

to be consistent of some other shareholders, if any.

7.9 The maximum shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

7.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders as on Record Date. Eligible Person(s) who have registered their small ide with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Person(s) wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer. Eligible persons which have not registered their small ide with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode. of Offer through physical mode

8. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK:

8.1 The Buyback is open to all equity shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date.
8.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/PCLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law

8.3 For Implementation of the Buybeck, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker of the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

Eureka Stock & Share Broking Services Limited Contact Person: Mrs. Debornita Guha Malty

1101, Merlin Iminita, DN 51, 11th floor Kolkeba - 700091 Tel. No: (033) 66280000 Email: debomite@eurekesec.com Website: www.eurekssec.com SEBI Registration No.:INZ000169839

8.4 The Company will request BSE to provide the separate Acquisition window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback.

would be the Designated Stock Exchange for this Buyback.

8.5 in the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker efter submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker than the Eligible Shareholder may approach Company's Broker to bid by using quick UCC facility by submitting relevant documents.

8.6 The Eligible Shareholder approaching Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

8.7 During the tendering period, the order for selling the shares will be placed in the Acquisition Window by eligible shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Beller Member(a)") can enter orders for demat shares and physical shares.

8.6.1 Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member by Indicating to their broker the details of Equity Shares they haven to tonder under the Europective.

broker the details of Equity Shares they intend to tender under the Buyback.

8.8.2 The Seller Member would be required to place an order/bid on behalf of the Sharehelders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Clearing Corporation of India Limited ("Clearing Corporation").
8.8.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by

BSE or the Clearing Corporation. 8.8.4 The lean shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at surget

depository. Source depository shall block the shareholder's securities (i.e. transfers from free balance to blocked belance) and send IDT message to target depository for confirming creation of item. Details of shares blocked in the shareholders demet secount shall be provided by the target depository to the Clearing Corporation.

8.8.6 For Custodian Participant orders for demat Equity Shares early pay-in is mandatory prior to confirmed orders by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, ell unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian

Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

8.8.6 Upon plecing the bid, the Seller Member shall provide a Transaction Registerion Slip ("TRS") generated by the BSE Exchange Bidding System to the shareholder TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

8.8.7 It is clarified that in case of demanderialized Equity Shares, submission of the tender form and TRS is not mendatory. In case of non-receipt of the completed bynder form and other

documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be

deemed to have been accepted.

3.8.8 The Eligible Shareholders will have to ensure that they keep the depository participant (\*DP\*) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to promote Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shareholders have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shareholders have by the Company.

3.9 Proceedure to be followed by Registered Equity Shareholders holding Equit

a.s.) In accordance with scale a crossed July 31, 200 (crosser no. Scalar No. of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is decessed, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Authorization, when Identity card or passport.

is a marked on these documents, the concerned Seller Member shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition wholes of the Designated Stock Exchange. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like fellonon, cartificate no., distinctive no., no. of Equity Shares tendered etc. 8.9.4 Any Seller Members Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback is.

Mahoehwari Datamatics Pvt. Ltd. (at the address mentioned at paragraph 11 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "Shyam Century Ferrous Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide admonwedgement of the same to the Seller Members.

8.9.5 The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.

8.9.6 in case any Eligible Shareholder has automated Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the

5.3.0 in case any Engine statement resistent are submitted explany shares in physical form for derivative the desure of the tendering period of the Buyback.

8.9.7 An unregistered shareholder holding Equity Shares in physical form may also bender their Equity Shares in the Buyback by submitting the duty executed transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.

8.10 Modification/concellation of orders will be allowed during the tendering period of the Buyback.

8.11 The currulative quantity tendered shall be made available on BSE Limited's website - www.bseindla.com throughout the trading session and will be updated at specific intervals during the tendering period.

during the tendering period.

9. METHOD OF SETTLEMENT:

Upon finelization of the basis of acceptance as per Buyback Regulations:

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

9.2. The Company will pay the consideration to the Clearing Corporation on or before the pay-in date for settlement for Equity Shares accepted under the Buyback, the Shareholders whose shares been accepted in the Buyback will receive funds payout in their settlement bank account from Clearing Corporation.

9.3 Details in respect of shareholder's entitlement, for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the

same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mention accepted bid will be transferred to the Clearing Corporation.

accepted bid will be transferred to the Clearing Corporation.

9.4 In the case of limit depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of bendering period and receiving the requisite details viz., domat account details and accepted block shares in the demat account of the shareholder. Post completion of bendering period and receiving the requisite details viz., domat account details and accepted block shares from shareholders demat account and credit it to Clearing Corporation settlement account in target Depository on the settlement account in target Depository on the settlement account of the company accepted by the Company are less than the Equity Shares that are tendered.

1. \*\*The equity shares bought back in the demat form would be transferred directly to the extent account of the Company opened for Buyback (the "Special Demat Account") provided it is indicated by the Company's Broker to the Special Demat Account on receipt of the equity shares from the clearing and settlement.

It is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the equity shares from the clearing and settlement

Post The settlements of fund obligation for Equity Shares in demeterialized and physical form shall be effected as per the SEBI Circulars and as prescribed by the Designated Stock Exchange and Clearing Corporation from time to time and the Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buybeck, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. For Equity Shares in physical form, the Clearing Corporation will release the funds to the Seler Member(s) as per econdery market payout mechanism. If such shureholders bunk succount details are not evaluate or if the funds transfer instruction is rejected by the RBI / bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the Seller Member for orward transfer to such shareholders. The Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares sociepted under the Buyback.

18 The fer marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eigible Shareholders' sole risk. Eigible Shareholders should ensure that their depository account is maintained till all formatities perialning to the Offer are completed.

9.9 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokenage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokenage) incurred solely by the Eligible Shareholders.

9.10 The Equity Shares bying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the properties of the Rundwick Reputations. 10. COMPLIANCE OFFICER:

Me. Rifu Agarwal, Company Secretary and Compliance Officer Shyam Century ferrous Limited

Century House, 2nd Floor P 15/1, Taretele Main Road CPT Colony, Taratala Kolkata - 700088 Tel no. (033) 24015555; Fax No. (033) 24015555

Email: rituagarwal@starcement.co.in

Website: www.shvamcenturvierrous.com Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours Le. 10,00 a.m. to 5,00 p.m. on all working days except

Seturday, Sunday and Public holidays.

11. INVESTOR SERVICE CENTRE & REGISTRAR TO THE OFFER/RTA:

In case of any query, the shareholders may contact the Registrar to the Buyback during working hours, i.e. 10.00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and Public holidays at the following address:
Registrar to the Buyback:
Maintenhant between Debumatics Pvt. Ltd.
23 R. N. Mutherjee Road, 5th floor, Kolkata - 700001

Tel No.: (033) 22482248, 22495029 Fex No.: (033) 22484787 Email: mdpldo@yahoo.com, Website: http://www.mdpl.in Contact Person: Mr. Ravi Bahi

SEBI Registration No.: INR000000353
12. MANAGER TO THE BUYBACK OFFER: The Company has appointed the following as Merchant Banker / Meneger to the Buyback:



19 R N Mulcheriee Road, Main Building, 2nd Floor Kolkata - 700 001

Tel. No: +81 33 46000607 Fex: +81 33 46000607 Emeil: menev.goenka@horizon.net.co Website: www.horizon.net.co Contact Person: Mr. Manay Goenka

Aditya Vimulkumar Agrewel

**Managing Director** 

DBE 03330313

SEBI REGN NO: INM000012926 Validity: Permanent (unless suspended or cancelled by SEBI) 13. DIRECTORS RESPONSIBILITY:

As per Regulation 24(1)(s) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the Information contained in this Public Announcement and confirms that this Public Announcement contains true, fectual and meterial information and does not contain any misleading information. A copy of this Public Announcement will be available on the SEBI's website www.sebl.gov.in during the period of the Buyback.

For end on behalf of the Board of Directors of M/s. Shyam Century Ferrous Limited

Ralesh Kumar Aparere Ritu Agerwal Director Company Secretary & Compliance Officer DIN: 00223710 M.No.: A39155

Place: Kolkata Debs: September 17, 2022

#### SHYAM CENTURY

### SHYAM CENTURY FERROUS LIMITED

Registered Office: Vill: Lumehnong, P.O.: Khalishrint, Dist.: East Jaintia Hills, Maghalaya - 793210. Corporate Office: Century House, 2nd Floor, P 15/1, Taratala Main Road, CPT Colony, Taratala, Kollista - 700088 Phone No: (033) 24015555, Fax No: (033) 24015555, GIN: L27310ML2011PL0006578, Website: www.shysmoentarylemous.com **FERROUS** 

E-mail: investors@shyamcenturylamous.com

Contact Person: Ms. Ritu Agarwal, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SHYAM CENTURY FERROUS LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER PROCESS UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulations") for the Securities and Exchange Soard of India (Buy-Back of Securities) Regulations and amendments from time to time and comains the disclosures

us specified in Schedule II of the Buyback Regulations mad with Schedule I of the Buyback Regulations CASH OFFER FOR BUYBACK OF UPTO 1,00,00.000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF #1 EACH AT A PRICE OF #281- (RUPEES TWENTY EIGHT ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

LDETALS OF THE BUYBACK OFFER AND OFFER ROCE.

1.1. The Board of the Articles of Associations of o 1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE:

1.0. 2. The Buyback shall be on a proportionate base twee 42.00 and 42.00 an

Share buyback is the acquisition by a Company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the Company. The Board at its meeting held on August 11, 2022, considered the accumulated free reserves as well as the cash liquidity reflected and considering these, the Board decided to allocate a sum of 928,00,00,000 (Rupees Twenty Eight Crores only) for distributing to the shareholders holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the shareholders holding equity shares of the Company) at a price of ₹28°- (Rupees Twenty Eight only) per equity share for an aggregate consideration of ₹28,00,00,000 (Rupees Twenty Eight Crores only).

per equity share for an aggregate consideration or 200,000,000 to (repeat of the Company approved the Buyback on September 15, 2022 to (september 15, 2022 to (september 15, 2022).

Buyback is a more efficient form of distributing surplus cash to the shareholders holding equity shares of the Company, inter-sits, for the following rescons:

(i) The Buyback will help the Company to distribute surplus cash to its shareholders holding equity shares broadly in proportion to their shareholders, thereby, enhancing the overall return to shareholders, which is being implemented through the Tender Offer trule as prescribed under the Buyback Regulations, would per classified as "Small Shareholders." The Company believes that this reservation of 15% for small shareholders would benefit public shareholders, who would get classified as "Small Shareholders."

51.89

The Buyback would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

The Buyback Offer or they may choose to not to perficipate and enjoy a resultant increase in their perpendage shareholding, goal the Buyback Offer or they may choose to not to perficipate and enjoy a resultant increase in their perpendage shareholding, goal the Buyback Offer or they may choose to not to perficipate and enjoy a resultant increase in their perpendage shareholding, goal the Buyback Offer or they may choose to not to perficipate and enjoy a resultant increase in their perpendage shareholding, goal the Buyback Offer or they may choose to not to perficipate and enjoy a resultant increase in their perpendage.

(v) The Buyback would help in optimizing the capital structure.
 DETAILS OF PROMOTER SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK;

Sub-Total /Bi Grand Total (A+B)

The aggregate shareholding of the Promoter Promoter Group who are in control of the Company as on August 11, 2022 i.e., the date of Board Meeting and September 17, 2022 i.e. the Shareholding of the persons forming part of the Promoter J Promoter Group.

11,52,67,649

SI.No.	Name of the Shareholder	No. of Equity Shares	Shareholding (%)
A	PROMOTERS		
A	Sajan Bhojarka	1,12,34,493	5.06
2	Sanjay Agarwal	1,42,12,978	5.06 6.40
-3	Rajesh Kumar Agarwai	31,80,965	1.43
4	Prem Kumar Shajanka		-
	Sub-Total (A)	2,86,28,454	12.89
B 5 6	PROMOTER GROUP	1 12 17 17 17 17 17 17 17 17 17 17 17 17 17	1777
: 5	Santosh Bhajanka	1,50,49,500	6.77
6	Divve Agerwal	1,44,88,750	6,77 6,52
7	Han Prasad Agarwaia and Others	15,30,960	0.69
8 9 10 11 12 13 14 15 18	Summa Devi Agarwal	15,26,250	0.69 0.57
9	Bhawna Agarwai	12,73,690	0.57
10.	Soru Kajaria	10,30,010	0.46
- 11	Paysi Agrawai	10,00,000	0.45
12	Shraddha Agarwai	8,00,000	0.36
13	Kestav Bhisarka	1,22,925	0.06
14	Brigham Merchants Pvt. Ltd	1,82,31,990	821
15	Sriram Merchanta Pvt. Ltd.	67,39,870	3.03
18	Stiram Vaniya Pvt. Ltd.	85,02,160	3.83
17	Autorille Investments Pvl Ltd	18.45.000	0.83
17 18 19 20	Surrangal International Pvt. Ltd.	76,66,800	3.45
19	Sumangel Business Pvt. Ltd.	58,31,240	3.07
	Yash Bhajanka		+
21	Nancy Choudhary	Supposed 5	0.74

3.2 The aggregate number of Equity Shares purchased or sold by persons mentioned in Clause 3.1 above during a period of six months preceding the date of the Board Meeting i.e. August 11, 2022, is as follows:

Name of the Promoter/ Promoter Group	Aggregate No. of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
		- 1000 CONT.   TO	PR	OMOTER	7-91-	6.0000000
	9,16,000	Market Sale	20.75	14.02,2022	18.95	14 02 2022
	4,00,000	Market Sale	20.75	15.02.2022	18.95	15.02.2022
	2.58.000	Market Sale	21.35	16.02.2022	20.40	16.02.2022
	2.24.700	Market Sale	21.50	17.02.2022	19.70	17.02.2022
	3.76,570	Market Sale	20.06	18.02.2022	18.85	18.02.2022
	84.894	Market Sale	18.30	21.02.2022	17.60	21.02.2022
	2,05,815	Market Sale	18.85	23.02.2022	18.25	23.02.2022
	50.585	Market Sale	18.45	24.02.2022	16.80	24.02.2022
om Humar Shaianka	4,00,000	Market Sale	20.25	02.03.2022	19.00	02.03.2022
eri ruriei Oreganica	2,00,000	Market Sale	21.20	03.03.2022	19.90	03.03.2022
	21,076	Market Sale	20.50	04.03.2022	19.20	04 03 2022
	1.69,794	Market Sale	19.80	07.03.2022	18.65	07.03.2022
	1,81,405	Market Sale	20.40	09.03.2022	19.05	09.03.2022
	1,43,339	Market Sale	20.20	10.03.2022	19.15	10.03.2022
	2,00,000	Market Sale	19.85	11.03.2022	19.40	f1.03.2022
	68,453	Market Sale	19.95	21.03.2022	19.10	21.03.2022
	10,00,000	Market Sale	20.60	25 03 2022	18.40	25.03.2022
	8.84.875	Market Sale	22.65	28 03 2022	21.85	28.03.2022

change in their shareholdings for last six months prior to the date of the Board Meeting and from the date of the Board Meeting till date.

3.3 Shareholding of the Directors of the Promoter Group Companies (mentioned in point (3.1) above) as an August 11, 2022 i.e., the date of Board Weeting and September 17, 2022 i.e. the date of this Public Announcement is as under: an of Dispetors of Co

SI.No.	part of Promoter and Promoter Group	No. of Equity Shares	Percentage (%)
		SRIRAM MERCHANTS PVT. LTD.	92.04
-11-	Sajan Bhajanka	1,12,34,493	5.06
- 2	Santosh Bhajanka	1,50,49,500	6.77
3	Keshev Bhaanka	1.22.925	0.08
7.0		SRIRAM VANIJYA PVT. LTD.	3000
. 1	Sejan Bhaanka	1.12.34.493	5.06
2	Santosh Bhajanka	1,50,49,500	6.77
3	Kashay Bhajarka	1,22,925	0.06
	Violentia de la companya del companya del companya de la companya	AUROVILLE INVESTMENTS PVT. LTD.	0.00
- 1	Sargay Aganval	1.42.12.976	6.40
- 2	Divys Agarwal	1.44.88.750	6.52
		SUMANGAL INTERNATIONAL PVT. LTD.	
1	Sanjay Agarwal	1,42.12.976	6.40
. 2	Divys Agarwal	1,44,88,750	6.52
	ender services of	SUMANGAL BUSINESS PVT. LTD.	
1	Sariay Agarwat	1,42,12,976	6.40
- 2	Divya Agarwal	1.44.88.750	6.52
3	Manirie Agenvola		
	Service Control Control	BRIJDHAM MERCHANTS PVT. LTD.	
- 1	Rajesh Kumer Agenval	31,60,985	1.43
- 2	Sagan Bhajanka	1.12.34.493	5.08
3	Sanjay Agarwal	1.42.12.976	6.40
. 4	Sumitra Devi Agarwal	15,26,250	0.69

3.4 None of the directors of the companies forming part of promoter group (mentioned in point (3.1) above) have purchased or sold any Equity Shares of the Company and there has ange in their shareholdings for last six months prior to the date of the Soard Meeting and from the date of the Board Meeting til

3.5 INTENTION OF THE PROMOTER AND PERSONS IN CONTROL OF THE COMPANY TO TENDER COURTY SHARES FOR BUYBACK INDICATING THE NUMBER OF EQUITY SHARES, DETAILS OF ACQUISITION WITH DATES AND PRICE in terms of the Buyback Regulations, under the lander offer, the Promoter and Persons in Control have the option to participate in the Surback. In this regard, the Promoter and Persons

n Control vide their letters dated August 11, 2022 have expressed their intention to tender Equity Shares in the Buy-back and offer upto an aggregate maximum number of 11,52,67,648 Equity Shares. The maximum number of Equity Shares to be tendered by the Promoter and Persons in Control who have expressed their intention to tender equity shares in the Buyback is as under

SI.No.	Name of the Promoter and Persons in Control	Maximum number of Equity Shares which may be tendered
	Sajan Shajarka	1,12,34,493
- 2	Sarjay Agarwal	1,42,12,976
1	Rajesh Kumar Agarwal	31,80,985
4	Santoeh Bhajanka	1,50,49,500
5	Divya Agarwai	1,44,88,750
- 6	Han Present Agarwala and Others	15,30,990
7	Sumitra Devi Approval	15,26,250
- 8	Bhewna Agenvel	12,73,890
9	Soru Kajaria	10,36,010
10	Payal Agrawal	10,00,000
51	Shraddha Agarwal	8,00,000
12	Keshav Bhajanka	1,22,925
13	Brijdham Merchants Pvt. Lid	1,82,31,990
14	Sirram Merchants Pvt. Ltd.	67,39,870
15	Sriram Vaniya Pvt. Ltd.	85,02,180
16 17	Auroville Investments Pid. Ltd	18,45,000
17	Surrangal International Pvt. Ltd.	76,86,800
18	Surriangal Business Pvt. Ltd.	68,31,240
	5	11,52,67,648

The details of the date and price of acquisition/ sale of the Equity Shares by the members of the Promoter Group and persons in control of the Company who intend to participate in the Buyback are set out below.

SAJJAN BHAJANKA	<b>A</b>				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
26.04.2015	Altonnent pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferes Company) and Star Ferro and Centent Linelad (Transferor Company)	1,66,15,675	1	1.50	2,65,50,041
19.08.2015	Market Sale	(47,20,000)	1	11.73	5,53,65,096
06.01.2018	Market Sale	14,50,000)	1	16.12	72,54,000
08.01.2018	Market Sale	(1,90,000)	1	16.47	26,35,334
09.01.2018	Market Sale	(16.037)	1	16.09	2.58,101
11.01.2018	Market Sale	(26.895)	1.1	16.05	4,31,820
12.01.2018	Market Sale	18.250)	1	16.00	1.32.000
	Total	1,12,34,483			1 1 1 1 1 2 2 2 2 2 2
SANJAY AGARWAL					
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
25.04.2015	Allotment pursuant to Scheme of Amangement between Strjam Century Ferrous Limited (Transferoe Company) and Star Ferro and Cement Limited (Transferor	1,95,08,245	9	1.71	3,33,64,964

(47,20,000 |4,50,000

44 888

Company)

Market Sak

Market Sale

Market Sale

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09.01.2018

a Buyback Offer or they ma the date of this Public Anno	y chaces to not to perficipate and enjoy uncoment is given below-	a resultant incresse in their p	sersentage shareholdin	g, post the Buyback Offer, without at	ictional investment
SANJAY AGARWAL					
Date of Transaction	Nature of Transaction	Ma of Equity Shares	Fana Value (De )	Acquisition/Sale Price (Rs.)	Consideration (De )
10.01.2018	Market Sale	(41,966)	race value (res.)	16.04	6.72.983
12.01.2018	Market Sale	(3,398)		16.00	54.368
12/01/2010	Total	1,42,12,976		18.00	34,300
RAJESH KUMAR AC	1,4440	3,46,16,319			
		THE - P. P. 10. Ph	Processor in a	8 - 1-W - 10 - 1 - M-1 - 10 - 1	Daniel de la
Date of Transaction		No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Styram Contrary Ferrous Limited (Transferse, Company) and Star Ferro and Company Limited (Transferor Company)	7,45,228	89	2.07	15,43,947
18.01.2021	Transmission of shares of Mr. Harr Preset Agrawal	24,35,760		1.00	24,47,484
	Total	31,80,965			
SANTOSH BHAJANI	(A		A		·
Date of Transaction	Allotment pursuant to Scheme of	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	1.50,49,500	(1)	0.35	51.95.143
250000000000000000000000000000000000000	Total	1,50,49,500	1		
SONU KAJARIA					
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotrient pursuant to Scheme of Arrangement between Shyam Cantury Ferrous Limited (Transferre Company) and Star Ferro and Coment Limited (Transferor Company)	10,30,010	0	5.32	54,74,561
24.07.2017	Market Purchase	2.00.000		9.96	19.92.509
92,01,2016	Market Sale	(2.00.000)	1	13.84	27.67,706
	Total	10,30,010		14461	- ACMIC COM
PAYAL AGRAWAL		1100000000			
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferse Company) and Star Ferro and Cement Limited (Transferor Company)	10,00,000	1	1.51	15,11,103
	Total	10,00,000			
SHRADDHA AGARW		Islaniano			
			e contractor de la		
Date of Transaction 28.04.2015	Nature of Transaction Alchrent pursuant to Scheme of Arrangement between Shyam Contany Ferrous Limited (Transfere Company) and Star Ferro and	No. of Equity Shares 8,00,000	Face Value (Rs.)	Acquisition/Sale Price (Rs.) 246	19,70,390
10.200.200.00	Cement Limited (Transferor Company)	020000		WW.7175.	

	The state of the s	20/44,100			
SRIRAM MERCHAN	IS PVT. LTD.	V = 1-476 F AV	Newstra up-d		days unaverse
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.
28.04.2015	Allotment pursuant to Scheme of Arrangement between Shyam Cantury Ferrous Limited (Transferse Company) and Star Ferro and Cament Limited (Transferor Company)	67,39,870	1	0.64	43,43,257
A CONTRACTOR OF THE PARTY OF TH	Total	67,39,876			
CESHAV BHAJANK	N		Secure and a second	Sales and the second second second second	Commence was a sec
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs
28.04.2015	Allotment pursuant to Scheme of Amangement between Styvan Century Fetrous Limited (Transferse Company) and Star Ferro and Cement Limited Transferor	1,22,905	9	12.74	15,66,550

85,02,180

85,02,180

1,22,925

No. of Equity Shares | Face Value (Rs.) | Acquisition/Sale Price (Rs.) | Consideration (Rs.

0.26

21,85,204

13.00.614

0.56

Total

Nature of Transaction

Amangement

Company)

Allotment pursuant to Scheme between

Century Ferrous Limited (Transferee Company) and Star Ferro and

Limited

Shyan

Transfero

SRIRAM VANUYA PVT. LTD.

Date of Transaction

28.04.2015

DIVYA AGARWAL

28.04.2015

Company and Star Ferro and

Limited

Coment

Company

5.65.43.184

72,54,000

7,29,807 5,62,029

93.26

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Albitment pursuant to Scheme of Arrangement believed Shyam Century Ferrous Limited (Transfere Company) and Star Ferro and Centent Limited (Transferor Company)	1,44,88,750	5	0.30	43,40,414
	Total	1,44,88,750			10
AUROVILLE INVEST	MENTS PVT. LTD.				7
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotment pursuant to Scheme of Amangement between Shyam Century Perrous Limited [Transferee Company] and Star Ferm and Cement Limited (Transferor Company)	18,45,000	1	0.39	7.14,670

a bitti antino era man i musika ett	Total	18,45,000			
SUMANGAL INTERN	ATIONAL PVT. LTD.		Harrison was not		Manney unward
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Centurit Limited (Transferor Company)	78,66,800	1	0.40	35,14,763
	Total	76,66,800			

SUMANGAL BUSINE	SS PVT. LTD.				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Allotrent pursuant to Scheme of Arrangement between Shyam Cantury Farrous Limited (Translates Company) and Star Ferro and Campany Limited (Translator Company)	68,31,240	1	633	22.64.797
12	Total	66,31,240			
SUMITRA DEVI AGA	RWAL				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
78 04 2015	Allothert pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee	46.76.780		0.35	5.88.502

	Page of transadenous	HOLDING OF TRAINSOCHOLI	no or equity origins	Luce some had	Lendengement region Little fixe?	Gougeon and turn to
	28.04.2015	Allothers pursuant to Scheme of Arrangement between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)	16,76,250	91	0.35	5,88,596
_	05.01.2016	Market Sale	(1.00.000)	1	16.12	16.12.000
Н	08.01.2018	Market Sale	(50,000)	1	16.20	8,10,138
1		Total	15,26,258	77	115016	70000
ı	BHAWNA AGARWAL		Les Millions	Language Committee of the Committee of t	los comenciones de la companya del companya de la companya del companya de la com	in a second control of
ı	Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
		Allotment pursuant to Scheme of Arrangement between Shyam				

23.21.690

5.85.901



Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
19.06.2015	Market Sale	(10,48,000)	11 12	11.98	1,25,54,503
	Total	12,73,690			
BRIJDHAM MERCH	ANTS PVT. LTD.				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)
28.04.2015	Albiment pursuent to Scheme of Arrangement between Styam Century Ferruus Limited (Transferee Company) and Star Ferro and Cement Linebad (Transferor Company)	77.43.590	1	0.69	53,53,984
31.10.2018	Market Purchase	18,00,000		7.15	1,29,05,910
06.06.2019	Market Purchase	86.88.000		5.35	4.66,70,036
	Total	1,82,31,990		1,2015	
HARI PRASAD AGA	RWALA AND ORS	10000000			
Date of Transaction	Nature of Transaction Allotriert pursuant to Scheme of	No. of Equity Shares	Face Value (Rs.)	Acquisition/Sale Price (Rs.)	Consideration (Rs.)

Note: 5,00,000 Equity Shares of Re. 11- each were cancelled pursuant to the Scheme of Arrangement sanctioned by the Hon'ble Meghalaya High Court at Shillong vide its Order dated 31st March, 2015 between Shyam Century Ferrous Limited (Transferee Company) and Star Ferro and Cement Limited (Transferor Company)

1

0.38

15.30.990

15,30,990

4. The Company confirms that there are no defaults subsisting in repayment of deposits, interest payable thereon, redemption of debentures & interest payable thereon of preference shares or payment of dividend due to any shareholder or repayment of any loans and interest payable thereon to any financial institution or banking company.

5. The Board of Directors of the Company has confirmed that it has made a full anquiry into the affairs and prospects of the Company and has formed the opinion;
a) That immediately following the date of convening of the Board Meeting at which the buyback of the Company's equity shares is approved, there will be no grounds on which the

b) As regards the Company's prospects for the year immediately following the date of the Board Meeting approxing the buyback, and having regard to the Board's intertitions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of passing of the postal ballot resolution approving the buyback.
c) In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the

Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities), d) That the debt equity ratio of the Company ofter Buy Back will be within the limit of 2:1 as prescribed under the Act.

(Titansferor

Arrangement between Shyam Century Ferrous Limited (Transferee

Company) and Star Ferro and Limited

Total

Cement

Company)

6. Report addressed to the Board of Directors by the Company's Auditor on the permissible capital payment and the opinion formed by Directors regarding insolvency: The fest of the Report dated August 11, 2022 received from Mis. D.K. Chhejer & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below: QUOTE

The Board of Directors

Shyan Century Ferrous Limited

28.04.2015

Village: Lurethnong, P.O. Khallehriat Dist. East Jaintia Hills

Statutory Auditor's Report on proposed buyback of equity shares pursuant to the requirements of the Companies Act, 2013 [the "Act"] and Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) ("Buyback Regulations")

1. This Report is issued in terms of our engagement dated August 11, 2022.

2. We have been engaged by Shyam Century Ferrous Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy-back of the Company of its equity shares in pursuance of the provisions of Sections 68, 69 and 70 of the Act and the Buyback

The Board of Directors of the Company have approved a proposal for buyback of 1,00,00,000 fully paid-up equity shares for an aggregate consideration of Rs. 28,00,00,000-(Rupees Twenty-Eight Crones only) at its meeting held on August 11, 2022, subject to approval of the shareholders, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 [the "Act") and the Buyback Regulations. We have been requested by the Management of the Company to provide a report on the accompanying statement of permissible capital payment (including promism) ("Annaeura A") as at March 31, 2022 (herein after referred to as the "Statement"). This Statement contains the amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of Section 68 (2) of the Act. Regulation 4(i) of the Buyback Regulations and based on the latest audited financial. statements for the year ended March 31, 2022. This Statement has been prepared by the Management, which we have initiated for the purposes of identification only Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2) (d) of the Act and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the pennissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospectual offer document of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the insolvency and Bankruptoy Code 2018. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(6) of the Act and the Buyback Regulations. Auditor's Responsibility:

Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance on the following 'Reporting Criteria' whether:
 we have inquired into the state of affairs of the Company in relation to the audited financial statements as at March 31, 2022;

(i) the amount of permissible capital payment as stated in Amesure A, has been properly determined considering the audited financial statements as at Warch 31, 2022 in accordance with Section 68(2) of the Companies Act, 2013; and

(iii) the Board of Directors of the Company, in their meeting held on August 11, 2022 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on resconable grounds and that the Company will not, having regard to its state of affeirs, be rendered insolvers within a period of one year from the date of declaration adopted by the Board of Directors.

7. The financial statements for the year ended March 31, 2022 have been audited by us on which we have issued unmodified audit opinion in our report dated May 17, 2022. We conducted our audit of the financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the institute of Charlened. Accountants of India. Those Standards require that we plan and perform the audit to obtain resourcible assurance about whether the financial statements are feel of material.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the institute of Charlesed Accountants of India.

We have compiled with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
 A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria.

We have performed the following procedures in relation to the Statement:

|| We have inspired into the state of affairs of the Company in relation to its audited, financial statements for the year ended March 31, 2022;

(ii) Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on August 11, 2022, which is subject to approval of the shareholder of the Company;

(ii) Examined that the amount of capital payment for the buy-back as detailed in Announe A is within permissible limit computed in accordance with section 58(2) of the Act and Regulation 4(f) of the Buyback Regulations

(v) Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buy-back, based on the audited financial statements for the year ended March 31, 2022.

(v) Examined that all shares for buy-back are fully paid-up;

(vi) Road the resolutions passed in the meetings of the Board of Directors. We have done no procedures as regard the projections as approved by the Board of Directors and accordingly do not certify the same;

(vii) Read the Director's declarations for the purpose of buy back and solvency of the Company; (viii) Obtained necessary representations from the management of the Company

1. Based on our examination as above, and the information and explanations given to us, in our opinion.

(i) The Statement of permissible capital payment (including premium) towards the proposed buyback of equity shares as stated in Annexure A, is in our view properly determined in accordance with Section 68(2)(c) of the Act.

accordance with section eaggreging and according to the August 11, 2022 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on researching grounds and that the Company, will not, having regard to its state of effairs, be rendered inscrived within a period of one year from the date of Board meeting dated August 11, 2022. Based on the above declaration of the Board of Directors and other information and explanations given to us, which to the best of our knowledge and belief were necessary, for this purpose, we are not seems of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is

Restriction on Use 12. This report has been issued at the request of the Company solely for use of the Company.

(i) in connection with the groposed buyback of equity shares of the Company in pursuance to the provisions of Sections 55 and other applicable provisions of the Company in pursuance to the provisions of Sections 55 and other applicable provisions of the Company in pursuance to the provisions of Sections 55 and other applicable provisions of the Company in pursuance to the provisions of Sections 55 and other applicable provisions of the Company in pursuance to the provisions of Sections 55 and other applicable provisions of the Company in pursuance to the provisions of Sections 55 and other applicable provisions of the Company in pursuance to the provisions of Sections 55 and other applicable provisions of the Company in pursuance to the provisions of the Company in pursuance to the Company in the Company

iii) to enable the Board of Directors of the Company to include in the outlic announcement, draft letter of offer, letter of offer and other documents pertaining to Buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (iii) for providing to the Manager to the Buyback offer and should not be used by any other person for any other purpose.

Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

Chartered Accounts

Firm's Registration No.: 304138E

Neha Maheshwari Partner

Membership No.: 308616 UDIN: 22308616AQUSAQ9049

Dele: August 11, 2022 Plane Kolkete

Annexure A - Statement of permissible capital payment

Computation of amount of permissible capital payment towards Buyback of equity shares in accordance with Section 68(2) (ii) of the Companies Act 2013 ("the Act") based on the

strained matrices distributed do by drift for any year tribot, march 1911 Exect.	(HG. IN Lakes)	
Particulars	As at March 31, 2022	
leased. Subscribed and fully paintup Equity Shares 22,21,72,990 Equity Shares of Re. 1/- each, fully paid up. (A)	2,221,73	
Free Reserves - (Refer Note 1) - General Reserve - Surplus (Retained Earnings) (Refer Note 2)	9,179.76	
(B)	9,179.76	
Total (A+B)	11,401.49	
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 and Regulation 4 of the Buyback Regulations (i.e. upto 25% of the total paid up capital and free reserves)	2,850.37	
Amount proposed by Board Resolution dated August 11, 2022 approving the Buyback, subject to shareholders' approval by special resolution, based on the Audited Financial Statements as at and for the year ended March 31, 2022	2,800.00	
Sport and the sp		

1) Free Reserves are as per Clause 43 of section 2 and explanation it to Section 68 of the Companies Act, 2013. Net of re-measurement loss on defined benefit plan of Rs. 1.68 Lakhs as at March 31, 2022.

For Streen Century Ferrous Limited For D.K. Chhajer & Co. Chartered Accountants (Firm's Registration No. 304138E) Neha Maheshwari Partner (Membership No. 308616) Utlay Bahadur Chetri Chief Financial Officer

UNQUOTE 7. RECORD DATE AND SHAREHOLDERS ENTITLEMENT.

1 As required under the Buyback Regulations, the Company has fixed Tuesday, September 27, 2022 as the Record Date (the "Record Date") for the purpose of determining the entitiement and the names of the shareholders, who will be eligible to participate in the Buyback.

2 in due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the etareholder for perticipating in the Buyback

7.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories a) reserved category for Small Shareholders, and

b) the general category for all other shareholders

7.4 As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares of the Company having market value on the basis of closing price on BSE. or NSE, where the highest briding volume is recorded in respect of equity shares as on Record Date, of not more than Rs. 2.00.000- (Rupees Two Laktis Only).
7.5 in accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity. Shares entitled as per the strateholding of Strati Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Boytock. The Company believes that this reservation of 15% for Small Shareholders would benefit public shareholders, who would get classified as "Small Shareholder".

7.6 On the basis of the shareholding as on the Record Date, the Company will determine the entitiement of each shareholder to tender their Equity Shares in the Buyback. This entitiement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.
7.7 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the

Equity Shares lendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitioment in other category.

7.8 The participation of Eigibie Shareholder's in Buytlack will be voluntary. Shareholders can choose to perficipate, in part or in full, and gat cash in lieu of Eiguity Shares accepte

under the Buybeck or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholden may also accept a part of their entitioment. Shareholders also have the option of tendering additional shares (over and above their entitioment) and participate in the shortfall created that to non-participation of some other shareholders, if any.
7.9 The maximum shares tendered under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

7.10 Detailed instructions for perticipation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders as on Record Date. Eligible Person(s) who have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Person(s) wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Register at the address o email at mentioned at the cover page of the Letter of Offer. Eligible persons which have not registered their email size with the depositories / the Company, shall be depositored the Letter

8. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK:

8.1 The Buyback is open to all equity shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date.
8.2 The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CRICFD/POLICYCELL/1/2015 dated.
April 13, 2015 and circular no. CFD/DCR2/CRIF/2016/131 dated December 09, 2016 and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law

8.3 For implementation of the Suyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker of the Company (the "Company") Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as followers. Share Broking Services Limited

Contact Person: Mrs. Debornita Guha Maity 1101, Martin Infinite, DN 51, 11th floor

Salt Lake, Sector V Kolkata - 700091 Tel. No: (033) 66280000

Emait deborrita@eurekasec.com Website: www.eurekasec.com

SEBI Registration No. IN/2000169839

8.4 The Company will request BSE to provide the separate Acquisition window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback. BSE

would be the Designated Stock Exchange for this Buyback.

8.5 in the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligibie Shareholder is not able to tild using quick UCC facility through any other BSE registered attack broken then the Eligibie Shareholder manapproach Company's Broken to bid by using quick UCC facility by submitting relevant documents.

8.6 The Eligible Shareholder approaching Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

8.7 During the twidering period, the order for selling the shares will be placed in the Acquisition Window by eligible shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers ("Seller Meraber(s)") can enter orders for demat shares and physical shares.

8.8 Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialized form:
8.8.1 Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member by indicating to their broker the details of Equity Shares they intend to tender under the Buylack

8.8.2 The Salar Member would be required to place an orderbid on behalf of the Shamholders who wish to tender Equity Shams in the Buyback using the acquisition window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Clearing Corporation of India Limited ("Clearing Corporation").

8.8.3 The details of the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by BSE or the Clearing Corporation. B.8.4 The San shalf be marked by the Salier Member in the demat eccount of the Eligible Shareholder for the shares rendered in tender offer. Details of shares marked as San in the dernat account of the Eligible Shareholder shall be provided by the depositories to Cleaning Corporation. In case, the Shareholders dernal account is held with one depository and cleaning member pool and Cleaning Corporation Account is held with other depository, shares shall be blocked in the shareholders demail account at source depository during the tendering period. Inter depository funder offer ("IDT") instructions shall be initiated by the shareholders at source depository to dearing member Cleaning Corporation account at target depository. Source depository shall block the shareholder's securities (i.e. transfers from free belonce to blocked balance) and send IDT message to target depository for confirming

creation of lien. Details of shares Slocked in the shareholders demait account shall be provided by the target depository to the Cleaning Corporation.

8.8.5 For Custodian Participant orders for demait Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the dosing of trading hours on the last day of the landering period. Thansafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custorian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

8.8.6 Upon placing the bid, the Seller Member shall provide a Transaction Registration Stip (\*TRS\*) generated by the BSE Exchange Bidding System to the shareholder. TRS will contain the datable of order submitted like Bid (D No., Application No., DP ID. Claim! ID, No. of Equity Shares tendered etc.

8.8.7 It is clarified that in case of demoterialized Equity Shares, submission of the tender form and TRS is not mandatory. In case of non-receipt of the completed lender form and other

documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid told in the exchange bidding system. The bid by such Equity Shareholder shall be deemed to have been accepted.

8.88 The Eligible Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

8.9 Procedure to be followed by Registered Equity Shareholders holding Equity Shares in the Physical form:
8.9.1 in accordance with SEBI's circular dated July 31, 2020 (circular no. SEBINOCFDICMO1/CR/P/2020/144), shareholders holding Equity Shares in physical form are allowed to

tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.

8.9.2 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (A) Tender Form duty signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (B) original share certificate(s), (C) valid share transfer form(s)/Form SH-4 duty filled and signed by the transferors (i.e. by all negistared Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the

and agreed by the framework (i.e. by an regulated an expensive of the properties of the support of the company, (ii) self-effected copy of PAN card(s) of all Eightie Sheerholders. (E) any other relevant documents such as power of attorney, corporate authorization (including board resolution/speciment signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is decessed, etc., as applicable. In addition, if the address of the Eightie Shareholder has undergone a change from the address registered in the register of members of the Company, the Eightie Shareholder would be required to submit a self-attented copy of address proof consisting of any one of the following documents: valid Audhaer card, voter identity card or passport.

8.9.3 Based on trees documents, the concerned Seller Wember shall place an orderibid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of the Designated Stock Exchange, Upon glacing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no…certificate no…distinctive no…no, of Equity Shares landered etc. 8.9.4 Any Seller Member/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(x) and documents (as mentioned above).

along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or counter or hand delivery to the Registrar to the Buyback i.e. Meheshwari Datamatics Pvt. Ltd. (at the address mentioned at paragraph 11 below) not later than 2 (two) days from the offer crossing date. The envelope should be super scribed as "Singam Century Ferrous Limited Buyback 2022". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seler BIS The Eighbie Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, the Designated Stock Exchange shall display such bids.

as 'unconfirmed physical bide. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.
8.9.6 in case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the

Equity Shares demandratized is completed well in time so that they can participate in the Buyback before the closure of the tendening period of the Buyback. E.9.7 An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duty executed transfer deed for transfer. of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other ant documents as required for transfer, if any.

8.10 Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

8.11 The cumulative quantity tendered shall be made available on BSE Limited's website - view beeind a com throughout the trading session and will be updated at apecific intervals. B. METHOD OF SETTLEMENT:

Upon finalization of the basis of acceptance as per Buyback Regulations:

9.1 The settlement of tracks shall be carried out in the manner similar to settlement of tracks in the secondary market.

9.2 The Company will pay the consideration to the Cleaning Corporation on or before the pay-in date for settlement for Equity Shares accepted under the Buyback, the Shareholders whose shares have been accepted in the Buyback will receive funds payout in their settlement bank account from Cleaning Corporation.

9.3 Details in respect of shareholder's entitlement for lander offer process will be provided to the Cleaning Corporation by the Company or Registrar to the Buyback. On receipt of the same, Cleaning Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the

accepted bid will be transferred to the Cleaning Corporation.

9.4 in the case of inter depository, Cleaning Corporation will cancel the secess or unaccepted shares in target depository. Source depository will not be able to release the lien without

a release of IDT message from larget depository. Further, release of IDT message shall be sent by larget depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the dental account of the shareholder. Post completion of tendering period and receiving the requalite details viz., denied account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from large depository to the extent of accepted bid shares from shareholder's denied account and credit in to Cleaning Corporation settlement, account in target Depository on settlement date. 9.5 Excess or unaccepted Equity Shares which are in physical form, if any, tendered by the Eligible Shareholders would be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buythack. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in

physical form, in case the Equity Shares accepted by the Company are less than the Equity Shares that are tendered.

9.6 The equity shares bought back in the demat form would be transferred directly to the demat account of the Company opened for Buyback (the "Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the equity shares from the cleaning and settlement.

9.7 The settlements of fund obligation for Eguity Shares in dematerialized and physical form shall be affected as per the SEBI Circulars and as prescribed by the Designated Stock Exchange and Clearing Corporation from time to time and the Seiter Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. For Equity Shares in demotorialized form accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. For Equity Shares in physical form, the Clearing Corporation will release the funds to the Seller Member(s) as per secondary market payout mechanism. If such shareholders' bank account details are not available or if the funds transfer instruction is rejected by the RBI i bank(s). due to any reason, then the amount payable to the concerned shareholders will be transferred to the Seiler Member for onward transfer to such shareholders. The Seiler Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Stores accepted under the Buyback.

9.8 The ilen marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

9.9 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and

expenses (including brokerage) that may be levied by the Selfer Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders, in respect of accepted Equity Shares, could be not of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to beer or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eigibie Shareholders.

9.10 The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be estinguished in the manner and following the procedure prescribed in the Buyback Regulations. 10. COMPLIANCE OFFICER:

Ms. Ritu Agarwal, Company Secretary and Compliance Officer Shyam Century ferrous Limited Century House, 2nd Floor

P 15/1 Taratala Main Road CPT Colony, Taratala Kolkata - 700088

Registrar to the Buyback:

Tel no. (033) 24015555; Fax No. (033) 24015555 Email: ntuagerwal@starcement.co.in

Website: www.shyamcenturyfemous.com

vestor may confect the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10,00 a.m. to 5,00 p.m. on all working days except Saturday, Sunday and Public holiday 11. INVESTOR SERVICE CENTRE & REGISTRAR TO THE OFFER! RTA:

in case of any query, the shareholders may contact the Registrar to the Buyback during working hours, i.e. 10,00 a.m. to 5,00 p.m. on all working days except Saturday, Sunday and Public holidays at the following address

Maheshwari Datamatics Pvt. Ltd. 23 R. N. Mukherjee Road, 5th floor, Kolkata - 700001 Tel No.: (033) 22462246, 22435029 Fax No : (033) 22484787

Email midploc@yahoo.com, Website: http://www.midplin Contact Person, Mr. Ravi Bahi SEBI Registration No.: INR0000003

12. MANAGER TO THE BUYBACK OFFER: The Company has appointed the following as Merchent Banker / Manager to the Buyback:



HORIZON MANAGEMENT PRIVATE LIMITED 19 R N Mukherjee Road, Main Building, 2nd Floor

Tel. No: +91 33 46000607 Fax: +91 33 46000607 Email: manav goenka@horizon net.co Website: www.horizon.net.co Contact Person: Mr. Manay Goenka

SEBI REGN NO: INM000012926 Validity: Pernanent (unless suspended or cancelled by SEBI)

As per Regulation 24(1)(a) of the Buylback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not confain any misleading information. A copy of this Public Announcement will be available on the SEBI's website www.sebi.gov.in.during the period of the Buyback.

For and on behalf of the Board of Directors of Mis. Styam Century Ferrous Limited

Aditya Vimalkumor Agrawal	Rajesh Kumar Agarwal	Ritu Agarwal
Managing Director	Director	Company Secretary & Compliance Officer
DIN: 02330313	DIN: 80223718	M.No.: A39155

Place: Kolkata Date: September 17, 2022