

# Shyam Century Ferrous Ltd.

Regd. Office.: Vill.:Lumshnong, PO: Khaliéhriat, Dist. East Jaintia Hills, Meghalaya – 793210, Phone No- 03655-278215/16/18,  
Fax : 03655-278217, E-mail ID -[investors@shyamcenturyferrous.com](mailto:investors@shyamcenturyferrous.com), Website – [www.shyamcenturyferrous.com](http://www.shyamcenturyferrous.com)  
CIN- U27310ML2011PLC008578

Date: 10<sup>th</sup> April, 2017

To,  
The Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra Kurla complex, Bandra-East  
Mumbai-400 051  
Stock code: SHYAMCENT

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

Dear Sir(s),

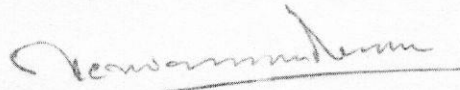
**Sub: Regulation 27(2): Compliance Report on Corporate Governance**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance report on Corporate Governance for the Quarter and Year ended 31<sup>st</sup> March, 2017.

Annexure 1 -For the Quarter ended 31<sup>st</sup> March, 2017  
Annexure 2 - For the Financial Year ended 31<sup>st</sup> March, 2017

This is for your information and record.

Thanking you,  
For Shyam Century Ferrous Limited



M.V.K. Nageswara Rao  
Chief Executive Officer

## Quarterly Compliance report on Corporate Governance

Shyam Century Ferrous Limited  
31st March, 2017

Name of Listed Entity  
Quarter ending

		Composition of Board of Directors							
I	Title Mr./ Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/Non - Executive/Independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholders' Relationship Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
	Mr	Saijan Bhajanka	PAN : ACAPB0486F DIN : 00246043	Non Executive	12.04.2011	NA	1	5	1
	Mr	Nag Raj Tater	PAN : AA YPT2377H DIN : 00266072	Non Executive	09.06.2014	NA	0	1	0
	Mr	Aditya VimalKumar Agarwal	PAN : AKKPA6196R DIN : 03330313	Non Executive	01.04.2015	NA	0	2	0
	Mr	Mangilal Jain	PAN : ACXPJ3713C DIN : 00353075	Non Executive - Independent	25.09.2015	18 months	3	7	2
	Mr	Santanu Ray	PAN : AFMPR5579N DIN : 00642736	Non Executive - Independent	25.09.2015	18 months	2	5	1
	Mrs	Plistina Dkhar	PAN : AKVPD5582F DIN:01375361	Non Executive - Independent	25.09.2015	18 months	1	0	0

\* PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



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Composition of Committees	
Name of the Committee	Name of the Committee members Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&
Audit Committee	Mr. Mangilal Jain Chairperson - Non Executive - Independent
	Mr. Santanu Ray Non Executive - Independent
	Mr. Aditya Vimal Kumar Agarwal Non Executive
Nomination & Remuneration Committee	Mr. Santanu Ray Chairperson - Non Executive - Independent
	Mr. Mangilal Jain Non Executive - Independent
	Mr. Nag Raj Tater Non Executive
Risk Management Committee	Not Applicable
Stakeholder Relationship Committee	Mr. Santanu Ray Chairperson - Non Executive - Independent
	Mr. Nag Raj Tater Non Executive
	Mr. Aditya Vimal Kumar Agarwal Non Executive

& Category of directors means executive/non-executive/independent/nominee, if a director fits into more than one category write all categories separating them with hyphen.

Meeting of the Board of Directors	
Date of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
03.11.2016	08.02.2017
	Maximum gap between any two consecutive meeting in number of days 96 days



*Signature*

Meeting of Committees			
Dates of meeting of the Committee in the relevant quarter	Whether the requirement of quorum met (details)	Date (s) of the meeting of the Committee in the previous quarter	Maximum gaps between any two consecutive meetings in number of days*
Audit Committee	Yes. All the three members were present	03.11.2016	96 days
08.02.2017			

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

Related Party Transactions		Compliance status
Subject		
Whether prior approval of Audit Committee obtained		Yes
Whether shareholder approval obtained for material RPT		N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

#### VI Affirmations


- 1 The composition of the Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholder Relationship Committee
  - d. Risk Management Committee - Not Applicable

- 3 The Committee members have been aware of their powers, role, and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- 4 The meetings of the Board of Directors and the above committee have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- 5 This report will be placed before the Board of Directors in the ensuing Board meeting.

Name & Designation

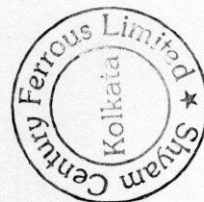
Company Secretary/Compliance Officer/Managing Director/ CEO

Date

  
M.V.K. Nageswara Rao

Chief Executive Officer

10.04.2017





**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of Board of Directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to Non-Executive Directors	YES
Policy on dealing with related party transactions	NA
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
Email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	NA
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II Annual Affirmations**

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of Directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration Committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	YES
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of Independent Directors	25(3) & (4)	YES
Familiarization of Independent Directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	YES



*Handwritten signature*