

SHYAM CENTURY FERROUS LIMITED

CIN: L27310ML2011PLC008578

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya – 793210

Corporate Office: Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700 027

Tel: 033-2448-4693/4170, Fax: 03655-278217, Email: investors@shyamcenturyferrous.com

Website: www.shyamcenturyferrous.com

NOTICE OF POSTAL BALLOT

To

The Members,

NOTICE IS HEREBY GIVEN pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification or re-enactment thereof for the time being in force), to seek approval of the Members of the Company, to the appended resolution through postal ballot (including electronic voting).

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof and postal ballot form is also annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Md. Shah Nawaz, Practicing Company Secretary (Membership no. ACS 21427 and Certificate of Practice no. 15076), as the Scrutinizer to conduct the Postal Ballot including e-voting process in a fair and transparent manner, scrutinize the voting done through postal ballot and e-voting and to submit his report of voting. He has communicated his willingness to be appointed and available for the said purpose.

Members have the option to vote either by postal ballot or through e-voting. Members opting to vote by postal ballot are requested to read carefully the instructions printed on the postal ballot form and return the same, completed and signed in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of working hours (5:00 P.M. IST) on Wednesday, March 27, 2019. Members who opt for e-voting are requested to read carefully the instructions given in the notes forming part of this notice.

Based on the Scrutinizer’s Report, the Results of the Postal Ballot including e-voting will be declared on Friday, March 29, 2019 by 5.30 P.M. IST at the Registered Office of the Company. The declared Results, along with the Scrutinizer’s Report, will be available on the Company’s corporate website www.shyamcenturyferrous.com and will also be forwarded to the Stock Exchanges where the Company’s shares are listed i.e. BSE & NSE. A copy of the result will also be forwarded to National Securities Depository Limited (NSDL), engaged by the Board of the Directors of the Company for facilitating e-voting, for displaying these Results on its website www.evoting.nsdl.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution will be deemed to be Wednesday, March 27, 2019 viz. the last date of receipt of duly completed postal ballot form or e-voting.

SPECIAL BUSINESS:

1. Continuation of Directorship of Mr. Mangilal Jain as an Independent Director

To consider and if, thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notification dated May 09, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Mangilal Jain, who was appointed as an Independent Director of the Company for a period of 5 years w.e.f. April 01, 2015 and who is above the age of 75 years, for the remaining period of his existing term of Directorship, i.e. upto March 31, 2020 as Independent Director of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient in this regard.”

By Order of the Board
For **SHYAM CENTURY FERROUS LIMITED**

Place: Kolkata
Date: February 04, 2019

Neha Agarwal
Company Secretary

NOTES:

- i. An explanatory statement pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
- ii. The Board of Directors of the Company has appointed Md. Shahnawaz, Practicing Company Secretary (Membership no. ACS 21427 and Certificate of Practice no. 15076), as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.
- iii. The Postal Ballot notice is being sent to the members, whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories on Friday, February 08, 2019 and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, February 08, 2019. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.

Voting through electronic means:

- iv. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited to provide e-voting facility to its Members.
- v. The business set out in the Notice may be transacted through electronic voting system. Member(s) desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Tuesday, February 26, 2019 at 9:00 A.M. IST and will end on Wednesday, March 27, 2019 at 5:00 P.M. IST. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- vi. Member(s) desirous of exercising vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the postage prepaid self-addressed envelope to the Scrutinizer not later than the close of working hours on Wednesday, March 27, 2019 at 5:00 P.M. IST. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted. Members can opt for only one mode of voting i.e. either postal ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- vii. The Scrutinizer will submit the consolidated report to the Chairman after completion of the scrutiny and the results of the postal ballot including e-voting will be announced by the Chairman or by any Director of the Company, as may be authorised by the Chairman on Friday, March 29, 2019 by 5.30 P.M. IST at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company www.shyamcenturyferrous.com besides communicating to the Stock Exchanges where the shares of the Company are listed. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting i.e. Wednesday, March 27, 2019. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
- viii. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Shyam Century Ferrous Limited, Satyam Towers, 1st Floor, Unit 9B, 3, Alipore Road, Kolkata-700027 or at email: investors@shyamcenturyferrous.com or any query pertaining to electronic voting may be addressed to Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: pallavid@nsdl.co.in

I. The process and manner for remote e-voting are as under:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio, number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ will be communicated to you on the physical copy of the ballot paper being sent with physical copy of the notice of the Postal Ballot. Initial Password is provided, as follows, at the bottom of the Ballot Paper.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select the ‘EVEN’ (E-Voting Event Number) of Shyam Century Ferrous Limited.

- iv. Now you are ready for e-voting as 'Cast Vote' page opens.
 - v. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - vi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - vii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - viii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution, Authority Letter, along with attested specimen signature of the duly authorised signatory (ies) who are authorised to vote, to the Scrutinizer by an e-mail at csmdshah@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for members and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact :
- (a) Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 at telephone No.022-2499 4545 or toll free No.1800222990 or at e-mail ID pallavid@nsdl.co.in.
 - (b) Ms. Neha Agarwal, Company Secretary & Compliance Officer at telephone No.: 033-2448-4693/4170 or at e-mail ID investors@shyamcenturyferrous.com
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- IV. E-voting starts at 9.00 A.M. (IST) on Tuesday, February 26, 2019 and will end at 5:00 P.M (IST) on Wednesday, March 27, 2019, when e-voting will be blocked by NSDL.
- V. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the joint holders.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on May 09, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mr. Mangilal Jain was appointed as an Independent Director w.e.f. April 01, 2015, by the members at their 4th Annual General Meeting of the Company held on September 25, 2015, for a period of 5 years upto March 31, 2020, is above the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of Mr. Mangilal Jain for the remaining period of his term.

Mr. Mangilal Jain contributes effectively in the deliberations of the Board and Committee Meetings. It would be in the interest of the Company to continue the directorship of Mr. Mangilal Jain for his remaining term as a Non-Executive Independent Director.

The Board, in their meeting held on February 04, 2019 based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of Mr. Mangilal Jain, has recommended the resolution for approval of shareholders by way of special resolution.

Except Mr. Mangilal Jain none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board
For **SHYAM CENTURY FERROUS LIMITED**

Place: Kolkata
Date: February 04, 2019

Neha Agarwal
Company Secretary