

SHYAM CENTURY FERROUS LIMITED

CIN: L27310ML2011PLC008578

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

Corporate Office: Satyam Towers, Unit No. 9B, 1st Floor, 3 Alipore Road, Kolkata-700027

Tel: 03655-278215/16/18, **Fax:** 03655-278217, **Email:** investors@shyamcenturyferrous.com

Website: www.shyamcenturyferrous.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the **EIGHTH ANNUAL GENERAL MEETING** of the Members of **Shyam Century Ferrous Limited** will be held on Friday, 27th September, 2019 at 04:00 P.M. at "Star Club", Vill: Lumshnong, P.O: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2019 and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sajjan Bhajanka (DIN: 00246043), who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. AKSD & Associates (Formerly Kailash B. Goel & Co.), Chartered Accountants (Firm Registration No. 322460E), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2021 on such remuneration as provided in the explanatory statement."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Santanu Ray as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of

the Companies Act, 2013 ("Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Santanu Ray (DIN: 00642736) who holds office of Independent Director up to 31st March, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Santanu Ray's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of one consecutive year commencing from 1st April, 2020 upto 31st March, 2021;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. Re-appointment of Mrs. Plistina Dkhar as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time

and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Plistina Dkhar (DIN: 01375361) who holds office of Independent Director up to 31st March, 2020 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mrs. Plistina Dkhar's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2020 upto 31st March, 2025;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **Ratification of remuneration to the Cost Auditors for the Financial Year ending March 31, 2020**

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies and confirms the remuneration of ₹50,000 (Rupees Fifty Thousand only) plus applicable taxes and re-imburement of out of pocket expenses incurred, if any to be paid to M/s. Sanjib Das & Associates, Cost Accountants (Firm Registration No. 100751), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **Approval for Material Related Party Transactions**

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) ("Listing Regulations"), and pursuant to the consent of the Audit Committee and the Board of Directors obtained at their respective meetings, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power, including the powers conferred by this Resolution) to enter into the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) upto an amount of ₹50 crores in a Financial Year entered or to be entered into by the Company with Meghalaya Power Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations as applicable, in the ordinary course of business and on arms' length basis as set out in the explanatory statement annexed to the notice convening this meeting, for financial years commencing from financial year 2019-20;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties."

8. **Approval for Material Related Party Transactions**

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013

read with the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) ("Listing Regulations"), and pursuant to the consent of the Audit Committee and the Board of Directors obtained at their respective meetings, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power, including the powers conferred by this Resolution) to enter into the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) upto an amount of ₹50 crores in a Financial Year entered or to be entered into by the Company with Star Cement Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the Listing Regulations as applicable, in the ordinary course of business and on arms' length basis as set out in the explanatory statement annexed to

the notice convening this meeting, for financial years commencing from financial year 2019-20;

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties."

Registered Office:	By Order of the Board
Vill: Lumshnong,	For Shyam Century Ferrous Limited
P.O.: Khaliehriat	
Dist.: East Jaintia Hills	
Meghalaya - 793210	
Date: 31st July, 2019	Neha Agarwal
Place: Kolkata	Company Secretary

NOTES:

- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto. Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with respect to re-appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013 read with Rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing the proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
- Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
- Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations, Companies Act, 2013 and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking appointment/ re-appointment at the Annual General Meeting, forms an integral part of the Notice. Requisite declarations

have been received from the Directors for seeking appointment/ re-appointment.

5. Members holding shares in the physical form are requested to notify change in address, email id, bank mandate and bank particulars, if any, under their signatures to M/s. Maheshwari Datamatics Pvt. Ltd., 23 R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, the Registrars and Share Transfer Agents (RTA) of the Company, quoting their Folio numbers. Members holding shares in electronic form may update such information with their respective Depository Participants.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same by writing to the Registrar of the Company at the following address:-
Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001
Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
7. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. Nomination form can be downloaded from the Company's website www.shyamcenturyferrous.com under the section 'Investors'. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number to the Company/ RTA for registration of transfer of shares, for securities market transactions and off-market/ private transactions involving transfer of shares in physical form. In this connection, the Transferees of Company's shares are requested to submit a copy of their PAN card along with the Transfer Deed. Members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or RTA.

9. In terms of SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form. With regard to the same, the Company's Registrar and Share Transfer Agent has already sent three reminder letters to the shareholders during the Financial year 2018-19, for updating their PAN and Bank Account details and for dematerializing their physical holdings of securities. A guidance note on procedure for dematerialization of shares held in physical form is also placed on the website of the Company under 'Investors' section. Three reminder letters were also sent to the shareholders to claim their unclaimed shares, if any.
10. Members seeking information regarding financial accounts of the Company are requested to write to the Company at least 7 (seven) days before the date of meeting so as to enable the management to keep the information ready.
11. All documents meant for inspection and referred to in the Notice and accompanying Annual Report are open for inspection at the Registered Office as well as Corporate Office of the Company during office hours between 11:00 A.M to 1:00 P.M on all working days till the date of the Annual General Meeting (AGM) and will be also available for inspection at the Meeting.
12. Members may note that in terms of Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, no further ratification of appointment of Auditors would be required by the members at the every interim Annual General Meeting. Hence, said item has not been included in the notice convening the Annual General Meeting.
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members are requested to bring their admission slip along with the copy of the Annual Report at the Annual General Meeting.

14. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 19th September, 2019 to Friday, 27th September, 2019 (both days inclusive)**.
15. Members may also note that the Notice of the AGM and the Annual Report will also be available on the Company's website, www.shyamcenturyferrous.com for their download.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
17. In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Re-quirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all the Members to enable them to cast their vote electronically in respect of business to be transacted at the Meeting, for which the Company has engaged the services of National Securities Depository Limited (NSDL). The Members holding shares either in physical form or in dematerialized form, desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held in physical form so as to receive all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
19. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members who have not cast their votes by remote e-voting as on **Cut-off date i.e. Friday, 20th September, 2019** shall be able to exercise their right at the Annual General Meeting through ballot paper. Members who cast their votes by remote e-voting prior to the meeting, may attend the meeting but will not be entitled to cast their vote again.
20. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, 20th September, 2019**, are entitled to vote on the Resolutions set forth in this Notice and a person who is not a Member as on cut-off date should treat this notice for information purpose only. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). Members who have acquired shares after the dispatch of the Notice of Annual General Meeting and before the cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
21. The remote e-voting period will commence at **9.00 a.m. on Monday, 23rd September, 2019** and will end at **5.00 p.m. on Thursday, 26th September, 2019**. The Company has appointed Mr. Sourav Kedia, Practicing Company Secretary (Membership no. ACS 40951 and Certificate of Practice no. 15259), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting.
22. The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 hours of conclusion of the Meeting, to the Chairman or any other person authorized by the Board. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.shyamcenturyferrous.com and also be displayed on the Notice board of the Company at its registered office and on the website of NSDL i.e. www.nsd.co.in immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 27th September 2019.
24. The Route map of the venue of Annual General Meeting i.e. "Star Club", Vill: Lumshnong, P.O.: Khaliéhriat, Dist.: East Jaintia Hills, Meghalaya - 793210 is annexed at the end of this Notice.
25. **PROCEDURE FOR REMOTE E-VOTING**
- The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for remote e-voting are as under:
- A. 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 re-trieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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 attendance sheet being sent with physical copy of the notice of the AGM. Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-voting Event Number)	USER ID	PASSWORD
-	-	-

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.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
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 souravkedia@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. 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
- C. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

- D. The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, 20th September, 2019. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- E. The Companies (Management and Administration) Rules, 2014, as amended provides that the electronic voting period shall remain open for atleast three days and shall close at 5.00 p.m. on the date preceding the date of the AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Monday, 23rd September, 2019 and will end at 5.00 p.m. on Thursday, 26th September, 2019.
- F. The results shall be declared within 48 hours from the conclusion of the AGM. The results along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL and such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

Registered Office:

Vill: Lumshnong,
P.O.: Khaliehriat
Dist.: East Jaintia Hills
Meghalaya - 793210
Date: 31st July, 2019
Place: Kolkata

By Order of the Board
For **Shyam Century Ferrous Limited**

Neha Agarwal
Company Secretary

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

Item No.3

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its Board Meeting held on 7th May, 2019 has approved the re-appointment of M/s. AKSD & Associates (Formerly Kailash B. Goel & Co.), Chartered Accountants (Firm Registration No. 322460E) as the Statutory Auditor of the Company for a further period of two years from the conclusion of this Annual General Meeting till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2021. M/s. AKSD & Associates have already served as the Statutory Auditors of the Company for a total period of 8(eight) consecutive years, hence they are re-appointed for a further final term of 2(two) years.

Pursuant to Regulation 36 (5) of SEBI (Listing Obligations and

Disclosure Requirements), 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. AKSD & Associates (Formerly Kailash B. Goel & Co.), Chartered Accountants (Firm Registration No. 322460E) is re-appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2021 with a proposed annual fees of ₹1,80,000/- (Rupees One Lac and Eighty thousand only) including fees for Limited Review plus applicable taxes and re-imbusement of out of pocket expenses incurred in connection with audit, if any.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

Item No. 4

Pursuant to the approval of the shareholders of the Company obtained at the Annual General Meeting held on 25th September, 2015, Mr. Santanu Ray was appointed as an Independent Director of the Company for a period of 5(five) years with effect from 1st April, 2015. His office as Independent Director of the Company comes to an end on 31st March, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

The Board, based on the performance evaluation of Mr. Santanu Ray and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Santanu Ray as an Independent Director on the Board of the Company would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Santanu Ray as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 1 (one) consecutive year on the Board of the Company effective from 1st April, 2020 upto 31st March, 2021. Mr. Santanu Ray meets the criteria of independence as provided in Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Further, as per Section 149(11) provides that an independent director may hold office for up to two consecutive terms provided that re-appointment shall be done on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

Accordingly, the Board of Directors on recommendation of Nomination and Remuneration Committee, in their meeting held on 7th May, 2019 has re-appointed Mr. Santanu Ray as an Independent Director of the Company. However, such re-appointment is subject to approval of the shareholders by way of a special resolution.

Details of Mr. Santanu Ray whose re-appointment as Independent Director is proposed at Item No. 4 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has received from Mr. Santanu Ray (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of

Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Notice under Section 160(1) of the Companies Act, 2013 along with requisite deposit has been received from a Member, signifying his intention to propose the re-appointment of Mr. Santanu Ray as Director of the Company.

Copy of the draft appointment letter of Mr. Santanu Ray as an Independent Director of the Company setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office as well as Corporate Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. till the date of the Annual General Meeting (AGM).

The Board, based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of Mr. Santanu Ray, has recommended the resolution for approval of shareholders by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Santanu Ray for his re-appointment, are concerned or interested, financially or otherwise, in Resolutions set out at item no. 4.

Item No. 5

Pursuant to the approval of the shareholders of the Company obtained at the Annual General Meeting held on 25th September, 2015, Mrs. Plistina Dkhar was appointed as an Independent Director of the Company for a period of 5(five) years with effect from 1st April, 2015. Her office as Independent Director of the Company comes to an end on 31st March, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Companies Act, 2013).

The Board, based on the performance evaluation of Mrs. Plistina Dkhar and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Mrs. Plistina Dkhar as an Independent Director on the Board of the Company would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Mrs. Plistina Dkhar as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective from 1st April, 2020 upto 31st March, 2025. Mrs. Plistina Dkhar meets the criteria of independence as provided

in Section 149(6) of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Further, as per Section 149(11) provides that an independent director may hold office for up to two consecutive terms provided that re-appointment shall be done on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

Accordingly, the Board of Directors on recommendation of Nomination and Remuneration Committee, in their meeting held on 7th May, 2019 has re-appointed Mrs. Plistina Dkhar as an Independent Director of the Company. However, such re-appointment is subject to approval of the shareholders by way of a special resolution.

Details of Mrs. Plistina Dkhar whose re-appointment as Independent Director is proposed at Item No. 5 is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has received from Mrs. Plistina Dkhar (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Notice under Section 160(1) of the Companies Act, 2013 along with requisite deposit has been received from a Member, signifying his intention to propose the re-appointment of Mrs. Plistina Dkhar as Director of the Company.

Copy of the draft appointment letter of Mrs. Plistina Dkhar as an Independent Director of the Company setting out the terms and conditions of appointment are available for inspection by the members at the Registered Office as well as Corporate Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. till the date of the Annual General Meeting (AGM).

The Board, based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of Mrs. Plistina Dkhar, has recommended the resolution for approval of shareholders by way of special resolution.

None of the Directors or Key Managerial Personnel of the

Company and their relatives, other than Mrs. Plistina Dkhar for her re-appointment, are concerned or interested, financially or otherwise, in Resolutions set out at item no. 5.

Item No. 6:

The Board of Directors on the recommendation of Audit Committee has approved the appointment of M/s. Sanjib Das & Associates, Cost Accountants (Firm Registration No. 100751) as the Cost Auditor of the Company to conduct the Cost Audit of the Company for the Financial Year 2019-20 at a remuneration of ₹50,000/- plus applicable taxes and re-imbursalment of out of pocket expenses incurred in connection with cost audit, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

Item No. 7

Pursuant to Section 188 of the Companies Act, 2013 ('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all related party transactions which are material, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered to be material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required. As the transaction(s) proposed

to be entered into by the Company with Meghalaya Power Limited, associate company, may qualify to be a Material Related Party transaction under Listing Regulations, approval of the members by way of ordinary resolution is being sought.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:.

Name of the Related Party	Meghalaya Power Limited
Nature of relationship	Associate of the Company
Name of the Director or KMP who is related, if any	Mr. Sajjan Bhajanka and Mr. Mangilal Jain may deemed to be related by virtue of being common Directors.
Estimated Transaction Value	₹ 50 crores for each Financial Year
Nature, material terms and particulars of the contract or arrangement	Sale, purchase or Supply of Goods including Capital Goods or Materials and availing and rendering of any services from time to time by the Company in its ordinary course of business and on arm's length basis.
Any other information	NIL

Except Mr. Sajjan Bhajanka and Mr. Mangilal Jain, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the shareholders.

Item No. 8

Pursuant to Section 188 of the Companies Act, 2013 ('the Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

Pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all related party transactions which are material, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered to be material, if the transaction/transactions to

be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

All the Related Party Transactions entered into by the Company are at arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required. As the transaction(s) proposed to be entered into by the Company with Star Cement Limited, Enterprise influenced by Key Managerial Personnel (KMP), may qualify to be a Material Related Party transaction under Listing Regulations, approval of the members by way of ordinary resolution is being sought.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

Name of the Related Party	Star Cement Limited
Nature of relationship	Enterprise influenced by KMP
Name of the Director or KMP who is related, if any	Mr. Sajjan Bhajanka, Mrs. Plistina Dkhar, Mr. Santanu Ray and Mr. Mangilal Jain may deemed to be related by virtue of being common Directors.
Estimated Transaction Value	₹ 50 crores for each Financial Year
Nature, material terms and particulars of the contract or arrangement	Sale, purchase or Supply of Goods including Capital Goods or Materials and availing and rendering of any services from time to time by the Company in its ordinary course of business and on arm's length basis.
Any other information	NIL

Except Mr. Sajjan Bhajanka, Mrs. Plistina Dkhar, Mr. Santanu Ray and Mr. Mangilal Jain, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the shareholders.

By Order of the Board
For **Shyam Century Ferrous Limited**

Date: 31st July, 2019
Place: Kolkata

Neha Agarwal
Company Secretary

ANNEXURE TO ITEM NO. 2, 4 and 5 OF THE NOTICE

Details of Director seeking appointment/ re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting]

Name of the Director	Mr. Sajjan Bhajanka	Mr. Santanu Ray	Mrs. Plistina Dkhar
DIN	00246043	00642736	01375361
Age	67	72	59
Nationality	Indian	Indian	Indian
Qualification	Commerce Graduate	Chartered Accountant	Under Graduate
Experience (years)	40	42	33
Expertise in special functional Area	Finance, marketing & business operations	Accounting and Finance Management	Administration
Date of First Appointment on the Board of the Company	12.04.2011	01.04.2015	01.03.2013
Terms & condition of re-appointment	Director; Liable to retire by rotation	Independent Director; Not Liable to retire by rotation	Independent Director; Not Liable to retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	Not Applicable	Nil	Nil
Shareholding in the Company [Equity share of face value ₹1/- each] (as at 31st March, 2019)	1,12,34,493	Nil	750
Relationship between the Directors inter se and other Key Managerial Person	None	None	None
No. of Board Meetings attended during the year	5	5	1
List of Directorship held in other Companies (excluding Foreign Company)	<ol style="list-style-type: none"> 1. Century Plyboards (India) Ltd. 2. Makui Properties Pvt. Ltd. 3. Sri Ram Merchants Pvt. Ltd. 4. Sri Ram Vanijya Pvt. Ltd. 5. Pacific Plywoods Pvt. Ltd. 6. Shyam Century Multi Projects Pvt. Ltd. 7. Star Cement Meghalaya Limited 8. Meghalaya Power Limited 9. Star Cement Limited 10. Century Mdf Limited 11. Fine Infraprojects Private Limited 12. Association Of Indian Panelboard Manufacturer 	<ol style="list-style-type: none"> 1. Century Plyboards (India) Ltd. 2. La Opala R G Limited 3. Star Cement Limited 4. Skp Securities Ltd. 6. Kariwala Industries Limited 7. Megha Technical And Engineers Private Limited 8. Star Cement Meghalaya Limited 	<ol style="list-style-type: none"> 1. Star Cement Limited 2. Riangdo Veneers Private Limited 3. Century Plyboards (Meghalaya) Limited 4. Goldstone Cements Limited 5. Megha Bidyut Private Limited
Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders Relationship Committee has been considered)	<p>Audit Committee: Member:</p> <ol style="list-style-type: none"> 1. Star Cement Meghalaya Limited 2. Meghalaya Power Limited 3. Star Cement Limited <p>Stakeholders Relationship Committee: Member:</p> <ol style="list-style-type: none"> 1. Star Cement Limited 	<p>Audit Committee: Chairman:</p> <ol style="list-style-type: none"> 1. Star Cement Meghalaya Limited 2. Megha Technical and Engineers Pvt. Ltd. 	None

Venue: "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya- 793210

