

SHYAM CENTURY FERROUS LIMITED

CIN: L27310ML2011PLC008578

Regd. Office: Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills,
Meghalaya - 793 210

Corporate Office: 'Century House', 2nd floor, P-15/1, Taratala Road, Kolkata-700 088

Tel: (033) 24015555, Fax No: (033) 24015555, Email: investors@shyamcenturyferrous.com

Website: www.shyamcenturyferrous.com

NOTICE OF POSTAL BALLOT

**To
The Members,**

NOTICE IS HEREBY GIVEN to the Shareholders of **SHYAM CENTURY FERROUS LIMITED ("the Company")** pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 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), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**"), as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 (**collectively the 'MCA Circulars'**) and pursuant to other applicable provisions of the laws and regulations (including any Statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), that the resolutions as set out in this Notice are proposed for consideration by the members through postal ballot by way of voting through electronic means (**remote e-voting**).

The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

In view of the continuing COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agents. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The shareholders would have option to vote only through remote e-voting and voting through physical ballot will not be available. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108, Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company

has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to its Member. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.shyamcenturyferrous.com.

The voting through electronic means will commence on Thursday, June 23, 2022 at 9:00 A.M. IST and will end on Friday, July 22, 2022 at 5:00 P.M. IST.

Members are requested to read carefully the instructions printed on the postal ballot notice and to cast their vote through the remote e-voting process not later than **5.00 p.m. (IST) on Friday, July 22, 2022** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned shareholder. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Pursuant to Rule 22(5) of the Rules, the Board of Directors, at its meeting held on 17th May, 2022, has appointed Md. Shahnawaz, Practising Company Secretary (Membership No. ACS 21427 and Certificate of Practice No. 15076), as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner. He has communicated his willingness to be appointed and available for the said purpose.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members opting to vote by postal ballot through electronic means are requested to read carefully the instructions printed on the postal ballot notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot through e-voting will be declared on or before **Tuesday, July 26, 2022 by 5.00 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 Limited (“BSE”) & National Stock Exchange of India Limited (“NSE”) herein after collectively referred to as “Stock Exchanges”. 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.

The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for e-voting i.e. **Friday, July 22, 2022**.

SPECIAL BUSINESS:

1. To Appoint Mr. Sumanta Kumar Patra as a Director of the Company

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

“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Sumanta Kumar Patra (DIN: 09607152), Chief Executive Officer of the Company who was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 17th May, 2022 as an Additional Director and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from 17th May, 2022 and that he shall be liable to retire by rotation;

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 severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. To appoint Mr. Sumanta Kumar Patra (DIN: 09607152), Chief Executive Officer (CEO) as Whole-time Director and CEO

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board at their meeting held on 17th May, 2022 and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Sumanta Kumar Patra (DIN: 09607152), Chief Executive Officer as the Whole-time Director of the Company designated as 'Whole-time Director and CEO' with effect from 17th May, 2022 upto 16th May, 2025 on the terms and conditions including remuneration as set out in the explanatory statement and draft agreement to be entered between the Company and Mr. Sumanta Kumar Patra and as available to the inspection of the members;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter, vary and amend the terms and conditions of appointment and/or remuneration of Mr. Sumanta Kumar Patra in such manner as may be agreed to between the Board and Mr. Sumanta Kumar Patra, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits, Whole-time Director of the Company be paid remuneration within the overall applicable limit as set out in the provisions of Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regard.”

3. **To appoint Mr. Aditya Vimalkumar Agrawal (DIN: 03330313) Director, as Managing Director of the Company**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board at their meeting held on 1st November, 2021 and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Aditya Vimalkumar Agrawal (DIN: 03330313) as the Managing Director of the Company with effect from 1st November, 2021 to 30th October, 2024 on the terms and conditions including remuneration as set out in the explanatory statement and draft agreement to be entered between the Company and Mr. Aditya Vimalkumar Agrawal and as available to the inspection of the members;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter, vary and amend the terms and conditions of appointment and/or remuneration of Mr. Aditya Vimalkumar Agrawal in such manner as may be agreed to between the Board and Mr. Aditya Vimalkumar Agrawal, within the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits, Managing Director of the Company be paid remuneration within the overall applicable limit as set out in the provisions of Schedule V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary and to settle any question that may arise in this regards.”

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

**Registered Office:
Vill: Lumshmong
P.O. Khaliehriat
Dist. Jaintia Hills
Meghalaya-793 210**

**Ritu Agarwal
Company Secretary**

**Place: Kolkata
Date: 17th May, 2022**

NOTES:

- i. An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Regulation 36 of the SEBI Listing Regulations and Secretarial Standards (SS-2) in respect of the Special business set out above are annexed hereto.
- ii. The words “Members” and “Shareholders” are used interchangeably.
- iii. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
- iv. For purpose of providing remote e-voting facility, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting and enabling the Shareholders to cast their votes electronically.
- v. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at www.shyamcenturyferrous.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- vi. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.shyamcenturyferrous.com under Investor Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office of the Company during business hours Shareholders can inspect the same by writing an e-mail to the Company at investors@shyamcenturyferrous.com.

- vii. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Meghalaya and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at www.shyamcenturyferrous.com.
- viii. The voting through electronic means will commence on Thursday, 23rd June, 2022 at 09:00 A.M. (IST) and will end on Friday, 22nd July, 2022 at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.

- ix. The Members whose e-mail address is not registered with the Company/Depositories, may register, by clicking the link: <https://mdpl.in/form> and follow the instructions guided therein or by giving details of folio number, e-mail address and self-attested copy of PAN card to mdpldc@yahoo.com on or before **05:00 p.m. (IST), Monday, July 11, 2022**. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Shareholders on or before **05:00 p.m. (IST), Monday, July 11, 2022**.
- x. In compliance with the MCA circulars, the Postal Ballot notice is being sent by electronic mode to those members, whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, June 17, 2022** whose e-mail Ids are registered with the Company/ Registrar and Share Transfer Agent ('RTA') or with the Depository Participants. 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, June 17, 2022**.
- xi. Shareholders are not entitled to exercise their vote by proxy on Postal Ballot.
- xii. The Board of Directors of the Company has appointed Md. Shahnawaz, Practising 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.
- xiii. The Scrutinizer will submit the report to the Managing Director after completion of the scrutiny and the results of the postal ballot including e-voting will be announced by any Director of the Company, on or before **Tuesday, July 26, 2022 by 5.00 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 Form or e-voting i.e.,

Friday, July 22, 2022. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.

- xiv. 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, 'Century House', 2nd floor, P-15/1, Taratala Road, Kolkata-700 088 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.**

Voting through electronic means:

- i. 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 NSDL to provide e-voting facility to its Members
- ii. 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 Thursday, June 23, 2022 at 9:00 A.M. IST and will end on Friday, July 22, 2022 at 5:00 P.M. IST.** The members will not be able to cast their vote electronically beyond the date and time mentioned above.

Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer

<p>in demat mode with NSDL.</p>	<p>or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast

	<p>your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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 etc.
 - 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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmdshah@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@shyamcenturyferrous.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@shyamcenturyferrous.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

IV. E-voting starts at 09.00 A.M. (IST) on Thursday, June 23, 2022 and will end at 05:00 P.M (IST) on Friday, July 22, 2022, 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

All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 22nd July, 2022.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102, 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER READ WITH REGULATION 36 OF THE SEBI LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS AND SECRETARIAL STANDARDS (SS-2)

Item No. 1.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 17th May, 2022 appointed Mr. Sumanta Kumar Patra (DIN: 09607152) Chief Executive Officer, as an Additional Director of the Company with effect from 17th May, 2022, subject to regularization/approval of the shareholders. In the Board Meeting held on 17th May, 2022, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the 'Act').

In terms of Section 161(1) of the Companies Act, 2013, Mr. Sumanta Kumar Patra will hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as Director, liable to retire by rotation, subject to the approval of the shareholders. However, in terms of Regulation 17(1C) of the Listing Regulations, the listed entity is required to obtain approval of the shareholders for the appointment of new Director at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying his intention to propose the appointment of Mr. Sumanta Kumar Patra as Director of the Company.

Mr. Sumanta Kumar Patra has given his consent to act as a Director of the Company if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and 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.

In the opinion of the Board, Mr. Sumanta Kumar Patra fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as a Director of the Company. Brief resume of proposed appointee Director, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding

and relationships between Directors inter-se as stipulated under the Listing Regulations with the Stock Exchanges, have been provided as an Annexure to this Notice.

Mr. Sumanta Kumar Patra, aged about 42 years, is an Electrical Engineer having 20 years of experience in Ferro Alloys. He is responsible for overall performance of the Company by taking care of administration, planning, co-ordination, technical and commercial aspects. He has expertise in techno commercial dealing and finalization of project, managing operations and maintenance of plants, raw materials planning and its procurement, production and operation of Ferro silicon.

Keeping in view, the vast expertise and knowledge, the Board considers that the appointment of Mr. Sumanta Kumar Patra would be of immense benefit to the Company and it is desirable to avail services of Mr. Sumanta Kumar Patra as a Director.

At present he is not associated with any Company as a Director and doesn't hold membership in any Committees. During past 3 (years) he has not resigned from any companies.

The Board, based on the recommendation of Nomination and Remuneration Committee in their meeting held on 17th May, 2022 and considering benefits of the expertise of Mr. Sumanta Kumar Patra, 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. Sumanta Kumar Patra for his appointment, are concerned or interested, financially or otherwise, in Resolutions set out at item no. 1.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting are annexed with this notice.

The Board recommends this Resolution for your approval.

Item No. 2

As per sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Board of Directors in their meeting held on 17th May, 2022, as per recommendation of the Nomination & Remuneration Committee appointed Mr. Sumanta Kumar Patra (DIN: 09607152), Chief Executive Officer as the Whole-time Director, of the Company designated as 'Whole-time Director and CEO' with effect from 17th May, 2022 upto 16th May, 2025 subject to approval of Members.

In the Board Meeting held on 17th May, 2022, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the 'Act').

Mr. Sumanta Kumar Patra, is an Electrical Engineer having 20 years of experience in Ferro Alloys. He is responsible for overall performance of the Company by taking care of administration, planning, co-ordination, technical and commercial aspects. He has expertise in techno commercial dealing and finalization of project, managing operations and maintenance of plants, raw materials planning and its procurement, production and operation of Ferro silicon.

The remuneration payable to Mr. Sumanta Kumar Patra is ₹ 21,68,639 per annum. payable on monthly basis, subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, however, the aggregate remuneration on account of salary shall not exceed ₹ 35,00,000 per annum during the present tenure as Whole-time Director & CEO.

The draft agreement to be entered with the Whole-time Director shall be available for inspection by the members on all weekdays during office hours from the date of dispatch of the Notice till 22nd July, 2022.

Mr. Sumanta Kumar Patra satisfies all conditions set out in subsection (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that association of him as Whole-time Director would be immensely beneficial to the Company.

He is not associated with any Company as a Director and doesn't hold membership in any Committees. During past 3 (years) he has not resigned from any companies.

Except Mr. Sumanta Kumar Patra none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 2.

The Board, based on the recommendation of Nomination and Remuneration Committee in their meeting held on 17th May, 2022 and considering benefits of the expertise of Mr. Sumanta Kumar Patra, has recommended the resolution for approval of shareholders by way of special resolution.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting and Statement pursuant to provisions of Schedule V of the Companies Act, 2013 are annexed with this notice.

Item No.-3

As per sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the Board of Directors in their meeting held on 1st November, 2021, as per recommendation of the Nomination & Remuneration Committee appointed Mr. Aditya Vimalkumar Agrawal (DIN: 03330313), as the Managing Director of the Company with effect from 1st November, 2021 upto 30th October, 2024 subject to approval of Members

In the Board Meeting held on 17th May, 2022, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the 'Act').

Mr. Aditya Vimalkumar Agrawal aged 33 years, is a Commerce Graduate and Master's in Business Administration. He is having expertise in Administration, Production, Technical, Logistics, Sales, General Management etc.,

The remuneration payable to Mr. Aditya Vimalkumar Agrawal is ` 50,00,000 (Rupees fifty lakhs only) per annum and one time joining bonus of ` 1,00,00,000 (Rupees one crore only).

The draft agreement to be entered with the Managing Director shall be available for inspection by the members on all weekdays during office hours from the date of dispatch of the Notice till 22nd July, 2022.

Mr. Aditya Vimalkumar Agrawal satisfies all conditions set out in subsection (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that association of him as Managing Director would be immensely beneficial to the Company.

He is on the Board of Kecons Tradecare Pvt.Ltd, Shyam Business Solutions Private Limited, Shyam Ferro Alloys Ltd., Sundaram Alloys Limited, Ktsl Steel Private Limited and Sygma Tubes & Pipes Private Limited. During past 3 (years) he has resigned from Kalinga Infra-Projects Limited and Subham Buildwell Private Limited.

Except Mr. Aditya Vimalkumar Agrawal none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 3.

The Board, based on the recommendation of Nomination and Remuneration Committee in their meeting held on 17th May, 2022 and considering benefits of the expertise of Mr. Aditya Vimalkumar Agrawal, has recommended the resolution for approval of shareholders by way of Special Resolution.

Statement pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting and Statement pursuant to provisions of Schedule V of the Companies Act, 2013 are annexed with this notice.

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

**Registered Office:
Vill: Lumshmong
P.O. Khaliéhriat
Dist. East Jaintia Hills
Meghalaya-793 210
Place: Kolkata
Date: 17.05.2022**

**Ritu Agarwal
Company Secretary**

ANNEXURE TO ITEM NO. 1, 2 & 3 OF THE NOTICE

Details of Director seeking appointment/ re-appointment at the voting through postal ballot/e-voting

[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. Sumanta Kumar Patra	Mr. Aditya Vimalkumar Agrawal
DIN	09607152	03330313
Age (Years)	42	33
Nationality	Indian	Indian
Qualification	Electrical Engineer	Master's in Business Administration
Experience (years)	20	10
Expertise in special functional Area	Expertise in techno commercial dealing and finalization of project, managing operations and maintenance of plants, raw materials planning and its procurement, production and operation of Ferro silicon.	Administration, Production, Technical, Logistics, Sales, General Management etc.,
Date of First Appointment on the Board of the Company	17 th May, 2022	1 st April, 2015
Terms & condition of Appointment /re-appointment	Director, Liable to retire by rotation	Director, Liable to retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	₹ 21,68,639 per annum payable on monthly basis, subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, however, the aggregate remuneration on account of salary shall not exceed ₹ 35,00,000 per annum during the present tenure as Whole-time Director & CEO.	₹ 50,00,000 per annum and One time Joining Bonus of ₹ 1,00,00,000.
Shareholding in the Company	Nil	40,00,000

[Equity share of face value ₹ 1/- each] (as at 17 th June, 2022)		
Relationship between the Directors inter se and other Key Managerial Personnel	None	None
No. of Board Meetings attended during the year (Till Date)	Nil	4
List of Directorship held in other Companies (excluding Foreign Company)	NA	1. Kecons Tradecare Pvt.Ltd. 2. Shyam Business Solutions Private Limited 3. Shyam Ferro Alloys Ltd. 4. Sundaram Alloys Limited 5. Ktsl Steel Private Limited 6. Sygma Tubes & Pipes Private Limited
Membership/ Chairmanships of Committees of Boards of other Companies. (only Audit Committee and Stakeholders' Relationship Committee have been considered)	Nil	Nil

Statement pursuant to provisions of Schedule V of the Companies Act, 2013 with respect to Item No. 2 & 3 of the Notice

I. General Information

Sl. No.	Particulars	Remarks
1.	Nature of industry	Ferro Silicon
2.	Date of certificate of commencement of business	26 th April, 2011
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4.	Financial performance based on given indicators	For the Financial Year (₹. in Lakhs)		
		2021-22	2020-21	2019-20
	Revenues	21,250.46	13,568.06	8,913.93
	Net Profit/ (Loss) before Tax	7,638.21	1,856.52	(12.08)
	Dividend %	NIL	NIL	NIL
5.	Export performance and net foreign exchange collaborations, if any	Nil		
6.	Foreign investments or collaborators if any	Nil		

II. Information about the Appointee

Sl. No.	Particulars	Mr. Sumanta Kumar Patra	Mr. Aditya Vimakumar Agrawal
1.	Background details	Mr. Sumanta Kumar Patra, Chief Executive Officer of the Company is an Electrical Engineer by profession, having 20 years of experience in Ferro Alloys. He is responsible for overall performance of the Company by taking care of administration, planning, co-ordination, technical and commercial aspects. He has expertise in techno commercial dealing and finalization of project, managing operations and maintenance of plants, raw materials planning and its procurement, production and operation of Ferro silicon.	Mr Aditya Vimalkumar Agrawal is a Commerce Graduate and Master's in Business Administration having 10 years of experience. He is having expertise in Administration, Production, Technical, Logistics, Sales, General Management etc.,
2.	Past remuneration	Remuneration paid during Financial Year 2021-22 ₹ 21,68,639 lakhs	Remuneration paid for the period from November to March 2022- ₹ 1,20,83,333 lakhs
3.	Job profile and his suitability as Director	Mr. Sumanta Kumar Patra, is Chief Executive Officer of the Company and is appointed as the Whole-time Director of the Company. He possesses multiple skill sets to head various departments such as Technical, Marketing and Business	Mr. Aditya Vimalkumar Agrawal was Non-Executive Director of the Company and is appointed as Managing Director of the Company. He possess multiple skills in various fields like Administration,

		Operations.	Production, Technical, Logistics, Sales, General Management etc.,
4.	Remuneration proposed	₹ 21,68,639 per annum payable on monthly basis, subject to such periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, however, the aggregate remuneration on account of salary shall not exceed ₹ 35,00,000 per annum during the present tenure as Whole-time Director & CEO.	₹ 50,00,000 per annum and one time joining bonus of ₹ 1,00,00,000
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The salary payable to Mr. Sumanta Kumar Patra is in line with current industry standards.	The salary payable to Mr. Aditya Vimalkumar Agrawal is in line with current industry standards.
6.	Pecuniary relationship with the managerial personnel, if any	Apart from receiving managerial remuneration, Mr. Sumanta Kumar Patra is not having any pecuniary relationship with the Company.	Apart from receiving managerial remuneration, Mr. Aditya Vimalkumar Agrawal is not having any pecuniary relationship with the Company except holding shares in the Company.

III. Other Information

Sl. No.	Particulars	Remarks
1.	Reasons of loss or inadequate profits	NA
2.	Steps taken during the year for improvement	<p>The Company believes that it is well positioned to capture significant growth opportunities and profitability because of its following principal competitive strengths:</p> <ol style="list-style-type: none"> 1. Expansion of capacity 2. Strong Human Resources 3. State-of-the-art technology and infrastructure 4. Strong Management Team
3.	Expected increase in productivity and profits in measurable terms	The Company has taken initiatives to improve the position of the Company as against its competitors and will continue in its endeavor to improve profitability.