

Shyam Century Ferrous Limited

Regd. Office : Vill. : Lumshnong, PO: Khaliéhriat, Dist. East Jaintia Hills, Meghalaya-793 210, Phone No. - 03655-278215/16/18
Fax : 03655-278217, E-mail : investors@shyamcenturyferrous.com, Website : www.shyamcenturyferrous.com
CIN-L27310ML2011PLC008578

Date: 19.04.2024

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

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


Dear Sir(s),

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

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Compliance report on Corporate Governance for the Quarter ended 31st March, 2024.

This is for your information and record.

Thanking you,
For Shyam Century Ferrous Limited


Ritu Agarwal
Company Secretary



Encl: as above.

Office & Works : EPIP, Rajabagan, Byrnihat, Meghalaya-793101, Ph : No. - 9436108851
Corporate Office : Century House, P-15/1, Taratala Road, 2nd floor, Kolkata -700088
Guwahati Office : C/o Star Cement Limited, Mayur Garden, 2nd Floor, Opp. Rajiv Bhawan, GS Road, Guwahati-781005
Ph : 0361 24612215/16/17, Fax : 0361 2462217

General information about company	
Scrip code	539252
NSE Symbol	SHYAMCENT
NISE Symbol	NOTLISTED
ISIN	INE979R01011
Name of the entity	SHYAM CENTURY FERROUS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I																						
Annexure I to be submitted by listed entity on quarterly basis																						
I. Composition of Board of Directors																						
Disclosure of notes on composition of board of directors explanatory																						
Whether the listed entity has a Regular Chairperson																		No				
Whether Chairperson is related to MD or CEO																		No				
																		Disqualification of Directors under section 164 of the Companies Act, 2013				
Sr	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director or is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Aditya VimalKumar Agrawal	AKKPA6196R	03330313	Executive Director	Chairperson	MD	22-08-1989	No	Active	NA		01-04-2015	01-11-2021			1	0	2	0		
2	Mr	Rajesh Kumar Agarwal	ACQPA7715A	00223718	Non-Executive - Non Independent Director	Not Applicable		15-07-1970	No	Active	NA		08-02-2021	08-02-2021			2	0	3	1		
3	Mr	Pramod Kumar Shah	ALUPS6697N	00343256	Non-Executive - Independent Director	Not Applicable		02-12-1951	No	Active	NA		01-04-2020	01-04-2020	48.00		2	2	7	1		
4	Mr	Nirmalya Bhattacharyya	AGVPB9876G	09037566	Non-Executive - Independent Director	Not Applicable		25-07-1949	No	Active	Yes	30-09-2021	01-04-2021	01-04-2021		36.00	2	2	5	0		
5	Mr	Sumanta Kumar Patra	ARRPP6901F	09607152	Executive Director	Not Applicable	CEO	07-03-1980	No	Active	NA		17-05-2022	17-05-2022	31-03-2024		1	0	0	0	Others	
6	Mrs	Plistina Dkhar	AKVPD5582F	01375361	Non-Executive - Independent Director	Not Applicable		01-01-1960	No	Active	NA		01-04-2015	01-04-2020		108.00	2	2	0	0		

**Annexure 1
II. Composition of Committees**

Disclosure of notes on composition of committees explanatory
Is there any change in information of committees compare to previous quarter

YES

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson						YES	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00343256	Pramod Kumar Shah	Non-Executive - Independent Director	Chairperson	01-04-2020		
2	09037566	Nirmalya Bhattacharyya	Non-Executive - Independent Director	Member	01-04-2021		
3	03330313	Aditya VimalKumar Agrawal	Executive Director	Member	29-03-2015		

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						YES	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09037566	Nirmalya Bhattacharyya	Non-Executive - Independent Director	Chairperson	01-04-2021		
2	00343256	Pramod Kumar Shah	Non-Executive - Independent Director	Member	01-04-2020		
3	00223718	Rajesh Kumar Agarwal	Non-Executive - Non-Independent Director	Member	08-02-2021		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							YES
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00223718	Rajesh Kumar Agarwal	Non-Executive - Non Independent Director	Chairperson	08-02-2021		
2	09037566	Nirmalya Bhattacharyya	Non-Executive - Independent Director	Member	01-04-2021		
3	03330313	Aditya VimalKumar Agrawal	Executive Director	Member	07-05-2015		

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							YES
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00223718	Rajesh Kumar Agarwal	Non-Executive - Non Independent Director	Chairperson	08-02-2021		
2	00343256	Pramod Kumar Shah	Non-Executive - Independent Director	Member	11-11-2020		
3	03330313	Aditya VimalKumar Agrawal	Executive Director	Member	07-05-2015		

Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-11-2023			Yes	6	5	2
2	07-02-2024	89		Yes	6	5	2

* to be filled in only for the current quarter meetings

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of board of directors explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-11-2023				Yes	3	3	2	0
2	Audit Committee	07-02-2024	89			Yes	3	3	2	0
3	Corporate Social Responsibility Committee	07-02-2024				Yes	3	2	1	0

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Annexure 1 VI. Affirmations		
Sr	Subject	Compliance status (Yes/No/NA)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	YES
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	YES
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	YES
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	YES
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure 1		
Sr	Subject	Compliance status
1	Name of Signatory	Ritu Agarwal
2	Designation	Company Secretary & Compliance Officer

Annexure-II				
Sr	Item	Compliance yes/No	If status is "No" details of non-compliance may be given here.	Web Address
1	Details of business	Yes		https://shyamcenturyferrous.com/about-us/overview-company-or-profile.php
2	Terms and conditions of appointment of independent directors	Yes		https://shyamcenturyferrous.com/php/term_condition.php?pdf=Terms-and-Conditions-of-appointment-of-independent-
3	Composition of various committees of board of directors	Yes		https://shyamcenturyferrous.com/php/board_committee_structure.php?pdf=Composition_of_Board_Committee_Structure.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://shyamcenturyferrous.com/php/policies.php?pdf=Whistle-Blower-Policy.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://shyamcenturyferrous.com/php/policies.php?pdf=Remuneration-policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://shyamcenturyferrous.com/php/policies.php?pdf=Related-Party-Policy.pdf
7	Policy on dealing with related party transactions	Yes		https://shyamcenturyferrous.com/php/policies.php?pdf=Policy-on-Material-subsiary.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://shyamcenturyferrous.com/php/policies.php?pdf=familiarization_programme_for_independent_directors.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://shyamcenturyferrous.com/investors/investor-informations.php
10	Email address for grievance redressal and other relevant details	Yes		https://shyamcenturyferrous.com/investors/investor-informations.php
11	Contact information of the designated officials of the listed entity who are responsible for assisting investors	Yes		https://shyamcenturyferrous.com/investors/investor-informations.php
12	Financial results	Yes		https://shyamcenturyferrous.com/investors/financial-results.php
13	Shareholding pattern	Yes		https://shyamcenturyferrous.com/investors/shareholding-pattern.php
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://shyamcenturyferrous.com/investors/investor-informations.php
18	Credit rating or revision in credit rating obtained	Yes		https://shyamcenturyferrous.com/investors/investor-informations.php
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a	NA		
20	Secretarial Compliance Report	Yes		https://shyamcenturyferrous.com/investors/stock-exchange-judicial.php
21	Materiality Policy as per Regulation 30 (4)	Yes		https://shyamcenturyferrous.com/php/list_kmp.php?pdf=List%20for%20KMP%20Authorized%20for%20Making%20Disclosures.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://shyamcenturyferrous.com/investors/stock-exchange-update.php
23	Disclosures under regulation 30(8)	Yes		https://shyamcenturyferrous.com/investors/annual-return.php
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://shyamcenturyferrous.com/investors/annual-return.php

27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://shyamcenturyferrous.com/investors/disclosures.php
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://shyamcenturyferrous.com/

Annexure-II

II. Annual Affirmations				
Sr No	Particulars	Regulation No.	Compliance Status (Yes/No)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & 19(2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1)(2)(3)(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1)(1A),(5)(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2)(3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	NA	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	23(2)(3)(4)(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel Any other information to be provided - Add Notes	26A(1) & 26A(2)	NA	

Annexure-II

1	Name of the Signatory	Ritu Agarwal
2	Designation	Company Secretary & Compliance Officer

Annexure-II

III- Affirmations		
Sr. No.	Particulars	Compliance Status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied Any other information to be provided	NA

Additional Half yearly Disclosure

Applicability of Disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Text Block

Textual infoamtion (1)	No Such loans/guarantees/comfort letter
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Signatory Details

Name of signatory	Ritu Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	19-04-2024