

# Shyam Century Ferrous Limited

Regd. Office. : Vill. : Lumshnong, PO: Khaliehriat, 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: 21.04.2023

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 31<sup>st</sup> March, 2023.

This is for your information and record.

Thanking you,  
For Shyam Century Ferrous Limited

21-04-2023

X *Ritu Agarwal*

Ritu Agarwal  
Company Secretary  
Signed by: RITU AGARWAL

**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
MSEI Symbol	NOTLISTED
ISIN	INE979R01011
Name of the entity	SHYAM CENTURY FERROUS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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 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 Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	Aditya Vimal Kumar Agrawal	AKKPA6196R	03330313	Executive Director	Not Applicable	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				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		36.00		4	4	10	3			
4	Mr	Nirmalya Bhattacharyya	AGVPB9876G	09037566	Non-Executive - Independent Director	Not Applicable		25-07-1949	No	Active	Yes	30-09-2021	01-04-2021		24.00		2	2	4	0			
5	Mr	Sumanta Kumar Patra	ARRPP6901F	09607152	Executive Director	Not Applicable	CEO	07-03-1980	No	Active	NA		17-05-2022				1	0	0	0			
6	Mrs	Plistina Dkhar	AKVPD5582F	01375361	Non-Executive - Independent Director	Not Applicable		01-01-1960	No	Active	NA		01-04-2015			90.00		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		

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	31-03-2023	

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



**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	14-11-2022			Yes	6	4	2
2	03-02-2023	80		Yes	6	4	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	14-11-2022				Yes	3	3	2	0
2	Audit Committee	03-02-2023	80			Yes	3	3	2	0
3	Stakeholders Relationship Committee	23-11-2022				Yes	3	3	1	0
4	Stakeholders Relationship Committee	02-01-2023	39			Yes	3	3	1	0
5	Stakeholders Relationship Committee	10-03-2023	66			Yes	3	3	1	0
6	Corporate Social Responsibility Committee	03-02-2023				Yes	3	3	1	0

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

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	YES		<a href="http://shyamcenturyferrous.com/about-us/">http://shyamcenturyferrous.com/about-us/</a>
2	Terms and conditions of appointment of independent directors	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2015/09/Terms_of_Appointment_of_%20Independent_Directors.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2015/09/Terms_of_Appointment_of_%20Independent_Directors.pdf</a>
3	Composition of various committees of board of directors	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2021/09/Committee-Structure-Details.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2021/09/Committee-Structure-Details.pdf</a>
4	Code of conduct of board of directors and senior management personnel	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2019/04/SCFL_Code-of-Conduct-for-Senior-Management.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2019/04/SCFL_Code-of-Conduct-for-Senior-Management.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2021/09/SCFL_Whistle-Blower-Policy.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2021/09/SCFL_Whistle-Blower-Policy.pdf</a>
6	Criteria of making payments to non-executive directors	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2019/04/SCFL_Remuneration-Policy.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2019/04/SCFL_Remuneration-Policy.pdf</a>
7	Policy on dealing with related party transactions	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2022/06/SCFL-Revised-Related-Party-Policy.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2022/06/SCFL-Revised-Related-Party-Policy.pdf</a>
8	Policy for determining "material" subsidiaries	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2019/04/SCFL_Policy-on-Material-subsiary.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2019/04/SCFL_Policy-on-Material-subsiary.pdf</a>
9	Details of familiarization programmes imparted to independent directors	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2015/10/Familiarization_Programme_for_Independent_Directors.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2015/10/Familiarization_Programme_for_Independent_Directors.pdf</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2022/10/Investor%20grievance%20contact%20details-SCFL.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2022/10/Investor%20grievance%20contact%20details-SCFL.pdf</a>
11	email address for grievance redressal and other relevant details	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2022/10/Investor%20grievance%20contact%20details-SCFL.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2022/10/Investor%20grievance%20contact%20details-SCFL.pdf</a>
12	Financial results	YES		<a href="http://shyamcenturyferrous.com/financial-results/">http://shyamcenturyferrous.com/financial-results/</a>
13	Shareholding pattern	YES		<a href="http://shyamcenturyferrous.com/shareholding-pattern/">http://shyamcenturyferrous.com/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	YES		<a href="http://shyamcenturyferrous.com/stock-exchange-updates/">http://shyamcenturyferrous.com/stock-exchange-updates/</a>
18	Credit rating or revision in credit rating obtained	YES		<a href="http://shyamcenturyferrous.com/wp-content/uploads/2022/10/CARE%20RATING-SCFL.pdf">http://shyamcenturyferrous.com/wp-content/uploads/2022/10/CARE%20RATING-SCFL.pdf</a>



## Annexure II

Sr	Item	Compliance status (Yes/No/NA)	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'	Yes	
2	Board composition	Yes	
3	Meeting of Board of directors	Yes	
4	Quorum of Board meeting	Yes	
5	Review of Compliance Reports	Yes	
6	Plans for orderly succession for appointments	Yes	
7	Code of Conduct	Yes	
8	Fees/compensation	Yes	
9	Minimum Information	Yes	
10	Compliance Certificate	Yes	
11	Risk Assessment & Management	Yes	
12	Performance Evaluation of Independent Directors	Yes	
13	Recommendation of Board	Yes	
14	Maximum number of Directorships	Yes	
15	Composition of Audit Committee	Yes	
16	Meeting of Audit Committee	Yes	
17	Composition of nomination & remuneration committee	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	Yes	
19	Meeting of Nomination and Remuneration Committee	Yes	
20	Composition of Stakeholder Relationship Committee	Yes	
21	Meeting of Stakeholders Relationship Committee	Yes	
22	Composition and role of risk management committee	Yes	
23	Meeting of Risk Management Committee	NA	
24	Vigil Mechanism	NA	
25	Policy for related party Transaction	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	Yes	
27	Approval for material related party transactions	Yes	
28	Disclosure of related party transactions on consolidated basis	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	NA	
31	Annual Secretarial Compliance Report	Yes	
32	Alternate Director to Independent Director	Yes	
33	Maximum Tenure	Yes	
34	Meeting of independent directors	Yes	
35	Familiarization of independent directors	Yes	
36	Declaration from Independent Director	Yes	
37	D & O Insurance for Independent Directors	Yes	
38	Memberships in Committees	NA	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	Yes	
41	Policy with respect to Obligations of directors and senior management	Yes	

Any other information to be provided



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

Annexure II III. Affirmations		
Sr	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	NA
2	Any other information to be provided	

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



**Additional Half yearly Disclosure**

Applicability of disclosure

Reason for Non Applicability

Not Applicable

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below**

The Figure should be mentioned in Actual INR only

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

**(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by**

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**(D) Additional Information**

**ii. Affirmations**

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		
Name		
Designation		
Place		
Date		

**Signatory Details**

Name of signatory	Ritu Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	21-04-2023

