

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: 07.05.2020

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, 2020.

Annexure I -For the Quarter ended 31st March, 2020.

Annexure II -For the Financial year ended 31st March, 2020.

This is for your information and record.

Thanking you,
For Shyam Century Ferrous Limited

07-05-2020

X

Neha Agarwal
Company Secretary
Signed by: NEHA AGARWAL

Neha Agarwal
Company Secretary



Encl: as stated

Office & Works : EPIP, Rajabagan, Byrnihat, Meghalaya-793101, Ph : No. - 9436108851
Corporate Office : Satyam Towers, 3 Alipore road, 1st Floor, Unit No. 9B, Kolkata - 700 027, Ph : No. 033 2448 4169/170/693, Fax : 033 2448 4168
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

Quarterly Compliance report on Corporate Governance

Name of Listed Entity Shyam Century Ferrous Limited
 Quarter ending 31-03-2020

I												
Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&	Date of Birth	Whether Special Resolution passed? (Refer Regulation 17(1A) of Listing Regulations)	Date of Passing Special Resolution	Date of Appointment in the current term/ cessation	Tenure*	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)	No. of memberships in Audit/ Stakeholders' Relationship 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)
Mr	Sajjan Bhajanka	PAN :ACAPB0486F DIN : 00246043	Non Executive	03-06-1952	NA	NA	27-09-2019	NA	3	0	4	0
Mr	Nagraj Tater	PAN : AAYPT2377H DIN : 00266072	Non Executive	01-07-1952	NA	NA	31-07-2018	NA	1	0	1	0
Mr	Aditya VimalKumar Agrawal	PAN : AKKPA6196R DIN :03330313	Non Executive	22-08-1989	NA	NA	11-09-2017	NA	1	0	2	0
Mr	Mangilal Jain	PAN : ACXPJ3713C DIN : 00353075	Non Executive - Independent	14-07-1931	YES	27-03-2019	01-04-2015	54	3	3	7	4
Mr	Santanu Ray	PAN : AFMPR5579N DIN :00642736	Non Executive - Independent	30-06-1949	NA	NA	01-04-2015	54	7	7	9	3
Mrs	Plistina Dkhar	PAN : AKVPD5582F DIN:01375361	Non Executive - Independent	01-01-1960	NA	NA	01-04-2015	54	2	2	0	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II		
Composition of Committees		
Name of the Committee	Name of the Committee members	Category(Chairperson/Executive/Non-Executive/Independent/Nominee)&
Audit Committee	Mr. Mangilal Jain	Chairperson -Non Executive-Independent
	Mr. Santanu Ray	Non Executive - Independent
	Mr. Aditya VimalKumar Agrawal	Non Executive
Nomination & Remuneration Committee	Mr. Santanu Ray	Chairperson -Non Executive-Independent
	Mr. Mangilal Jain	Non Executive -Independent
	Mr. Nagraj Tater	Non Executive
Risk Management Committee	Not Applicable	
Stakeholder Relationship Committee	Mr. Santanu Ray	Chairperson -Non Executive-Independent
	Mr. Nagraj Tater	Non Executive
	Mr. Aditya VimalKumar Agrawal	Non Executive

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.



Meeting of the Board of Directors		
Date of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting in number of days
05-11-2019	06-02-2020	92 days

Meeting of Committees			
Dates of meeting of the Committee in the relevant quarter	Whether the requirement of quorum met (details)	Date (s) of the meeting of the Committee in the previous quarter	Maximum gaps between any two consecutive meetings in number of days*
Audit Committee			
06-02-2020	Yes. All the three members were present	05-11-2019	92 days
Stakeholder Relationship Committee			
NIL	NA	24-12-2019	
Nomination & Remuneration Committee			
06-02-2020	Yes. Two members were present	NIL	

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

Related Party Transactions	Compliance status
Subject	
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

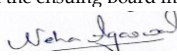
VI Affirmations

- The composition of the Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholder Relationship Committee
 - Risk Management Committee - Not Applicable
- The Committee members have been aware of their powers, role, and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- The meetings of the Board of Directors and the above committee have been conducted in the manner as specified in SEBI manner as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- This report will be placed before the Board of Directors in the ensuing Board meeting.

Name & Designation

Company Secretary/Compliance Officer/Managing Director/ CEO

Date


Neha Agarwal

Company Secretary

07-05-2020



ANNEXURE II

Format 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		
<i>Item</i>		<i>Compliance status</i> (Yes/No/NA) <small>refer note below</small>
1	Details of business	YES
2	Terms and conditions of appointment of independent directors	YES
3	Composition of various committees of Board of Directors	YES
4	Code of conduct of board of directors and senior management personnel	YES
5	Details of establishment of vigil mechanism/ Whistle Blower policy	YES
6	Criteria of making payments to Non-Executive Directors	YES
7	Policy on dealing with related party transactions	YES
8	Policy for determining 'material' subsidiaries	YES
9	Details of familiarization programmes imparted to independent directors	YES
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES
11	Email address for grievance redressal and other relevant details	YES
12	Financial results	YES
13	Shareholding pattern	YES
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
18	Credit rating or revision in credit rating obtained	YES
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	YES
21	Materiality Policy as per Regulation 30	YES
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA
23	It is certified that these contents on the website of the listed entity are correct	YES
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i> (Yes/No/NA) <small>refer note below</small>
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) 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	Composition of Nomination & Remuneration Committee	19(1) & (2) YES
18	Quorum of Nomination and Remuneration Committee meeting	19(2A) YES
19	Meeting of Nomination and Remuneration Committee	19(3A) YES
20	Composition of Stakeholder Relationship Committee	20(1) & (2) YES



21	Meeting of Stakeholders Relationship Committee	20(3A)	YES
22	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	YES
25	Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	YES
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
27	Approval for material related party transactions	23(4)	YES
28	Disclosure of related party transactions on consolidated basis	23(9)	YES
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	YES
32	Maximum Directorship & Tenure	25(1) & (2)	YES
33	Meeting of Independent Directors	25(3) & (4)	YES
34	Familiarization of Independent Directors	25(7)	YES
35	Declaration from Independent Director	25(8) & (9)	YES
36	D & O Insurance for Independent Directors	25(10)	NA
37	Memberships in Committees	26(1)	YES
38	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
39	Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
40	Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	YES

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - Not applicable as the Company do not have any subsidiary.

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO

Neha Agarwal

Neha Agarwal

Company Secretary

