

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: 09th January, 2026

To

The Listing Department

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra-East
Mumbai-400 051

To

The Listing Department

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Symbol: SHYAMCENT

Stock Code: 539252

Dear Sir(s),

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Notice of Postal Ballot through remote e-voting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice through remote e-voting being sent to the Members of the Company.

In compliance with the circulars of the Ministry of Corporate Affairs, the said Postal Ballot Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar to an Issue and Share Transfer Agent as on **Friday, 2nd January, 2026** ('Cut-off date').

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its Members. The remote e-voting shall commence on Sunday, 11th January, 2026 at 09.00 a.m. (IST) and end on Monday, 09th February, 2026 at 05.00 p.m. (IST). The result of Postal Ballot through remote e-voting will be declared on or before Wednesday, February 11, 2026 by 05.00 p.m.

The Postal Ballot notice along with Explanatory Statement is uploaded on the website of the Company at www.shyamcenturyferrous.com.

This is for your information and record.

For Shyam Century Ferrous Limited

Ritu Agarwal
Company Secretary
(M. No.: A39155)

Encl: as above.

SHYAM CENTURY FERROUS LIMITED

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: (+91) 9147415110 | **Email:** investors@shyamcenturyferrous.com

CIN: L27310ML2011PLC008578 | **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, and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (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 only (**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 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 to an issue 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 Sunday, January 11, 2026 at 9:00 A.M. (IST) and will end on Monday, February 9, 2026 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 Monday, February 9, 2026** 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, has appointed **Mr. Raj Kumar Bantia** (ACS 17190/CP-18428) and failing him **Mr. Manoj Kumar Bantia** (ACS-11470/CP-7596) partners of **M/s. MKB & Associates**, a firm of Practicing Company Secretaries (FRN: P2010WB042700), to act as the Scrutinizer for conducting the Postal Ballot process through remote e-voting in a fair and transparent manner.

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 **Wednesday, February 11, 2026 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 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. **Monday, February 9, 2026**.

SPECIAL BUSINESS:

1. To consider & approve Sell, Lease or otherwise dispose off whole or substantially the whole assets of 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 provisions of sections 180(1)(a), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 37A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force), the Memorandum & Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions from appropriate authorities as may be required, and subject to the such terms & conditions as may be imposed by them, if any, consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution) to divest by way of sale, transfer, lease, assign, dispose off whole or substantially the whole of Company's assets including the Plant & Machinery, Furniture's & Fixtures, Tools, Equipment's, Electrical Installations, other assets etc. and all Manufacturing Rights/Approvals, if any, to potential investors/ buyers/third-parties through various modes including by way of slump sale, asset sale or through other contractual arrangements, on such terms and conditions as may deem fit and to decide the consideration for such sell, lease or otherwise dispose off the assets of the Company and mode thereof, in the best interests of the Company;

RESOLVED FURTHER THAT in order to give effect to the foregoing resolution, the Board of Directors ("including any Committee duly constituted by the Board of Directors for the above mentioned purpose) be and is hereby authorized (on behalf of the Company) to do all such acts, deeds, matters and things including but not limited to deciding the timing, manner and extent of carrying out the aforesaid activity and to execute such other agreement(s), document(s), by whatever name called, and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other officer(s), of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and expedient, to give effect to the foregoing resolution;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as 'Board' which expression shall include it's Committee thereof or any person(s) authorised by the Board) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

Registered Office:

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

By Order of the Board

For Shyam Century Ferrous Limited

Place: Kolkata
Date: 7th January, 2026

Ritu Agarwal
Company Secretary
(M.No.: A39155)

NOTES:

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.

The words "Members" and "Shareholders" are used interchangeably.

As per the MCA Circulars 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.

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.

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.

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.

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.

The voting through electronic means will commence on **Sunday, 11th January, 2026 at 09:00 A.M. (IST) and will end on Monday, 9th February 2026 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.

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 compliance@mdplcorporate.com on or before **05:00 P.M. (IST), Thursday, January 22, 2026**. 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), Thursday, January 22, 2026**.

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, January 2, 2026** whose e-mail IDs are registered with the Company/ Registrar to an issue 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, January 2, 2026**.

Shareholders are not entitled to exercise their vote by proxy on Postal Ballot.

The Board of Directors of the Company has appointed **Mr. Raj Kumar Bantia (ACS 17190/CP-18428)** and failing him **Mr. Manoj Kumar Bantia (ACS-11470/CP-7596)** both of M/s. MKB & Associates as Scrutinizer for conducting the Postal Ballot including E-voting process in a fair and transparent manner.

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 **Wednesday, 11th February, 2026 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., Monday, 9th February, 2026**. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.

Any query in relation to the resolutions 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-700088 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., 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051** or at email: pallavid@nsdl.co.in.

How do I vote electronically using NSDL e-Voting system?

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 in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer 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.2. 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.jsp3. 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

	<p>“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 held 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdsindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsindia.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 able to see the e-Voting option where the evoting is in</p>

	progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800 21 09911

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.com 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 **scrutinizermk@gmail.com** with a copy marked to evoting@nsdl.com. 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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

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.com 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 Sunday, January 11, 2026 and will end at 05:00 P.M (IST) on Monday, February 9, 2026, 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 **February 9, 2026**.

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:

The Company is engaged in the business of manufacturing of ferro silicon and operates a manufacturing facility at EPIP, Rajabagan, Byrnihat, District Ri-Bhoi, Meghalaya - 793101. Over the past period, the manufacturing operations at the Meghalaya plant have been impacted by persistent operational and financial challenges. In particular, a significant and sustained increase in power costs in the region has adversely affected the cost structure, making the operations at the facility financially unviable. Despite the Company's continued efforts to improve operational efficiencies and curtail costs, the high cost of power and raw materials continued to impact the profitability and long-term sustainability of the plant. In view of these circumstances, the Company took the difficult but necessary decision to close the manufacturing operations at the plant situated at Meghalaya on and from 7th May, 2025, and the same was intimated to the Stock Exchanges pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Due to the continued closure of the plant, the Company's assets are undergoing deterioration on account of prolonged idleness, wear & tear, exposure to environmental conditions and lack of regular use. This may adversely impact their efficiency, useful life and realizable value and may entail additional repair or restoration costs. Consequently, the Board of Directors of the Company is compelled to take a decision to sell, lease or otherwise dispose off whole or substantially the whole of the assets of the Company.

The disclosure of Object and commercial rationale for such decision and use of proceeds as required under Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are mentioned herein below:

On the recommendation of Audit Committee, the Board of Directors, at its meeting held on 07th January, 2026, considered the prevailing power cost scenario and concluded that reopening the plant is not economically viable at this stage. Any alternative course of action to revive or reopen the Plant is expected to take a considerable amount of time. In this interim period, the Company would continue to incur substantial fixed and recurring costs associated with the manufacturing unit, which would not be adequately covered by operating revenues. Hence, the Board of Directors has granted in-principle approval for the sale, lease or otherwise dispose off whole or substantially the whole of the assets of the Company.

Accordingly, the Board is of the view that it would be desirable to sell, lease, or otherwise dispose off whole or substantially the whole of Company's assets including the Plant & Machinery, Furniture's & Fixtures, Tools, Equipment's, Electrical Installations, other assets etc. and all Manufacturing Rights/Approvals, if any (hereinafter to referred to as 'assets of the company'). This step would help eliminating ongoing fixed and recurring costs and improve the Company's cash flows. Further, the proceeds from such disposal are expected to be utilized inter-alia partly towards meeting running/recurring expenses and the balance may be used as investments, distribution as Dividend, Buyback or for any other purposes as may be decided by the Board or Committee thereof.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the sale, transfer or disposal of whole or substantially the whole of an undertaking would require approval of the Members by a Special Resolution.

Pursuant to Regulation 37A of the Listing Regulations, the Special Resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution. Further, no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale, lease or otherwise disposal of the whole or substantially whole of the Undertaking.

The approval of the Members is sought by passing the Special Resolution as set out in the above Notice through Postal Ballot in terms of the provision of Section 110 of the Companies Act, 2013 read with Sub Rule 16(i) of Rule 22 of Companies (Management and Administration) Rules, 2014.

The Board is of the opinion that the passing of aforesaid Resolution is in the best interest of the Company and hence, recommends the Special Resolution with majority of public shareholders casting their vote in favour, for your approval.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested in the said resolution.

Registered Office:

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

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

**Ritu Agarwal
Company Secretary
(M. No.: A39155)**

Place: Kolkata

Date: 7th January, 2026