

SHYAM CENTURY
FERROUS

SHYAM CENTURY FERROUS LIMITED

Registered Office: Vill: Lumshnong, P.O.: Khalielhriat, Dist.: East Jaintia Hills, Meghalaya - 793210, Corporate Office: Century House, 2nd Floor, P 15/1, Taratala Main Road,CPT Colony, Taratala, Kolkata - 700088

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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF SHYAM CENTURY FERROUS LIMITED

This public announcement (the “Post Buyback Public Announcement”) is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the “Buyback Regulations”). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated September 17, 2022 and published on September 19, 2022 (the “Public Announcement”), and the Letter of Offer dated October 14, 2022 (the “Letter of Offer”). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1 Shyam Century Ferrous Limited (“Shyam Century” or the “Company”) had announced the Buyback of up to 1,00,00,000 fully paid-up equity shares of face value of ₹1/- each (“Equity Shares”) from all the existing shareholders/beneficial owners holding Equity Shares as on the Record Date (i.e. September 27, 2022), on a proportionate basis, through the “Tender Offer” route at a price of ₹ 28/- per Equity Share payable in cash, for an aggregate amount of ₹28,00,00,000 (Rupees Twenty Eight Crores only) (excluding Company’s transaction cost such as Brokerage, Buy Back Tax, Securities Transaction Tax, GST, Stamp duty and other related expenses etc.) (“Buyback Offer Size”) (“Buyback”). The Buyback Offer Size is 4.50% of the present outstanding equity shares of the Company and 24.56% of the aggregate of the fully paid-up equity share capital and free reserves as per the Audited accounts of the Company for the Financial year ended 31st March, 2022. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, 2013, as amended (the “Companies Act”), the Board had sought the approval of the Company’s shareholders for the Buyback by way of a notice of postal ballot dated August 11, 2022. The shareholders of the Company approved the Buyback on September 14, 2022 through a special resolution passed by way of Postal Ballot by voting through electronic means, the results of which were announced on September 15, 2022.

1.2 The Company had adopted the Tender Offer route for the purpose of the Buyback. The Buyback was implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 (“SEBI Circular”).

1.3 The Tendering Period for the Buyback Offer opened on Tuesday, October 25, 2022 and closed on Wednesday, November 09, 2022.

2. DETAILS OF BUYBACK

2.1 1,00,00,000 Equity Shares were bought back under the Buyback, at a price of ₹ 28/- per Equity Share

2.2 The total amount utilized in the Buyback is ₹28,00,00,000 (Rupees Twenty Eight Crores only) (excluding Company’s transaction cost such as Brokerage, Buy Back Tax, Securities Transaction Tax, GST, Stamp duty and other related expenses etc.).

2.3 The Registrar to the Buyback i.e., Maheshwari Datamatics Private Limited (“Registrar”), considered 2,397 valid bids for 12,36,17,808 Equity Shares in response to the Buyback, resulting in the tender of approximately 12.36 times the maximum number of Equity Shares proposed to be bought back. The details of valid bids considered by the Registrar are as follows:

Category of Shareholders	No. of Equity shares reserved in Buyback	No. of Valid bids	Total Valid Equity shares tendered	% Response
Reserved Category for small shareholders	15,00,000	2,208	19,14,212	127.61%
General Category of other shareholders	85,00,000	189	12,17,03,596	1,431.81%
Total	1,00,00,000	2,397	12,36,17,808	1,236.18%

2.4 All valid bids have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer.

2.5 The settlement of all valid bids was completed by the Indian Clearing Corporation Limited (“Clearing Corporation”) on November 17, 2022. The funds have been directly paid out to Eligible Shareholders by the Clearing Corporation whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instructions were rejected by the Reserve Bank of India of any or relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders will be transferred to the concerned selling members for onward transfer to such Eligible Shareholders.

2.6 Demat Equity Shares accepted under the Buyback have been transferred to the Company’s demat escrow account on November 17, 2022. The unaccepted demat Equity Shares have been returned to respective Shareholders / custodians by the Indian Clearing Corporation Limited on November 17, 2022. No Equity Shares held in physical form were validly tendered or accepted under the Buyback.

2.7 The extinguishment of 1,00,00,000 Equity Shares accepted under the Buyback, comprising of 1,00,00,000 demat shares, is currently under process and shall be completed on or before Thursday, November 24, 2022.

2.8 The Company and its directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The equity capital structure of the Company, pre and post Buyback is as under:

(Equity shares have a face value of ₹ 1 each)

Particulars	Pre-Buyback*		Post-Buyback#	
	No. of equity shares	Amount (Rs. in crores)	No. of equity shares	Amount (Rs. in crores)
Authorized Equity Share Capital	22,27,00,000	22.27	22,27,00,000	22.27
Issued, Subscribed and Paid-up Equity Share Capital	22,21,72,990	22.22	21,21,72,990	21.22

* As on the Record Date, being September 27, 2022

Subject to extinguishment of 1,00,00,000 equity shares

3.2 Details of the Shareholders/beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as mentioned below:

Sl.No.	Name of the Shareholder	No of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total equity bought back	Equity Shares accepted as a % of total post Buy back Equity Shares
1	Bina Devi Agarwal	1,44,984	1.45	0.07
2	Rajesh Kumar Agarwal	1,53,923	1.54	0.07
3	Aditya V Agrawal	1,74,210	1.74	0.08
4	Anurag Choudhary	2,72,790	2.73	0.13
5	Sri Ram Merchants Pvt. Ltd.	3,26,132	3.26	0.15
6	Sumangal Business Pvt. Ltd.	3,30,553	3.31	0.16
7	Sumangal International Pvt. Ltd.	3,70,986	3.71	0.17
8	Sri Ram Vanijya Pvt. Ltd.	4,11,408	4.11	0.19
9	Kalpataru House Fin. and Trading Private Ltd.	4,50,978	4.51	0.21

Sl.No.	Name of the Shareholder	No of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of total equity bought back	Equity Shares accepted as a % of total post Buy back Equity Shares
10	Sajjan Bhajanka	5,43,622	5.44	0.26
11	Sanjay Agarwal	6,87,747	6.88	0.32
12	Divya Agarwal	7,01,092	7.01	0.33
13	Santosh Bhajanka	7,28,226	7.28	0.34
14	Brijdham Merchants Pvt. Ltd.	8,82,223	8.82	0.42
15	Subham Buildwell Pvt. Ltd.	13,33,448	13.33	0.63

3.3 The shareholding pattern of the Company pre-buyback and Post Buyback is as under:

Particulars	Pre- Buyback*		Post Buyback#	
	No. of equity shares	% of existing equity share capital	No. of equity shares	% of Post- Buyback equity share capital
Promoters and persons acting in Concert (Collectively “the Promoters”)	11,52,67,649	51.89%	10,96,90,011	51.70%
Foreign Investors (Including Non Resident Indians, Fils and Foreign Mutual Funds)	4,46,360	0.20%	4,46,360	0.21%
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions	-	-	-	-
Others (Public, Public Bodies Corporate etc.)	10,64,58,981	47.91%	10,20,36,619	48.09%
Total	22,21,72,990	100.00%	21,21,72,990	100.00%

* As on the Record Date, being September 27, 2022

Subject to extinguishment of 1,00,00,000 equity shares

4. MANAGER TO THE BUYBACK OFFER



HORIZON MANAGEMENT PRIVATE LIMITED

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Contact Person: Mr. Manav Goenka

SEBI REGN NO: INM000012926

Validity: Permanent (unless suspended or cancelled by SEBI)

5. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Post Buyback Public Announcement and confirms that this Post Buyback Public Announcement contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
M/s. Shyam Century Ferrous Limited

Aditya Vimalkumar Agrawal Managing Director DIN: 03330313	Rajesh Kumar Agarwal Director DIN: 00223718	Ritu Agarwal Company Secretary & Compliance Officer M.No.: A39155
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Place: Kolkata

Date: November 18, 2022