

SMEL/SE/2022-23/54

November 30, 2022

**The Secretary, Listing Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Maharashtra, India
Scrip Code: **543299**

**The Manager - Listing Department
National Stock Exchange of India
Limited**

"Exchange Plaza", 5th Floor, Plot
No. C/1, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051
Maharashtra, India
Symbol: **SHYAMMETL**

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations 2015, we enclose herewith a copy of Postal Ballot Notice ("Notice") seeking approval of members for Re-appointment of Directors by way of Special Resolutions set forth in the Notice.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, November 25, 2022. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depositories Limited ("NSDL") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, November 25, 2022 ("Cut-off date"). The remote e-voting period commences from 09.00 a.m. (IST) on Thursday, December 1, 2022 and ends at 05.00 p.m. (IST) on Friday, December 30, 2022.

This Postal Ballot Notice will also be available on the Company's website at www.shyammetals.com and on the website of NSDL at www.evoting.nsdl.com.

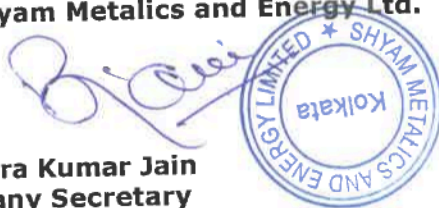
This is for your information and records.

Thanking you,

Yours faithfully,

For Shyam Metals and Energy Ltd.

**Birendra Kumar Jain
Company Secretary**



OUR BRANDS:



SHYAM METALICS AND ENERGY LIMITED

REG. OFFICE: Trinity Tower, 7th Floor, 83, Topsia Road, Kolkata - 700 046, West Bengal, CIN: L40101WB2002PLC095491 GSTIN: 19AAHCS5842A2ZD

SALES & MARKETING OFFICE: Viswakarma Building, North West Block, 1st, 2nd & 3rd Floor, 86C, Topsia Road, Kolkata - 700 046

T: +91 33 4016 4001 F: +91 33 4016 4025 Email: contact@shyamgroup.com Web: www.shyammetals.com Follow us on:



SHYAM METALICS AND ENERGY LIMITED

CIN: L40101WB2002PLC095491

Regd. Off: Trinity Tower, 83 Topsia Road, 7th Floor, Kolkata - 700 046

Phone: 033-4016 4001, **Fax:** 033-4016 4025

Website: www.shyammetals.com, **E-mail:** compliance@shyamgroup.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolutions as set out in this Notice are proposed for approval of the shareholders of the Company through postal ballot by way of voting through electronic means ("e-voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with Regulation 36 of Listing Regulations and Secretarial Standards on General Meeting ("SS-2") is attached.

The Board of Directors of the Company, at its meeting held on 9th November, 2022, appointed Mr. Raj Kumar Banthia (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process through the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the relevant MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on 30th December, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the relevant MCA Circulars, the Company has arranged for the shareholders to register their e-mail addresses. Those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Managing Director/Whole Time Director of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, 2nd January, 2023 and shall be communicated to BSE Limited ("BSE"), and National Stock Exchange of India

Limited ("NSE"), National Securities Depository Limited ("NSDL"), KFin Technologies Ltd, Registrar and Share Transfer Agent and will be displayed on the Company's website www.shyammetalics.com. The Company will also display the results of the Postal Ballot at its Registered Office.

RESOLUTION 1: RE-APPOINTMENT OF MR. AJAY CHOUDHURY, (DIN: 00040825) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR SECOND TERM OF 5 (FIVE) YEARS W.E.F 6TH APRIL, 2023 TILL 5TH APRIL, 2028.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

Resolved that pursuant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ajay Choudhury (DIN: 00040825), holding office as an independent director and being eligible to be reappointed for a second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from April 6, 2023 till April 5, 2028."

Resolved further that the any Director or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question, difficulty or doubt that may arise in this regard."

RESOLUTION 2: RE-APPOINTMENT OF MR. ASHOK KUMAR JAISWAL, (DIN: 00545574) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR ANOTHER PERIOD OF 5 (FIVE YEARS) W.E.F 16TH JANUARY, 2023 TILL 15TH JANUARY, 2028.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

Resolved that pursuant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashok Kumar Jaiswal, (DIN: 00545574), holding office as an independent director and being eligible to be reappointed for a second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from January 16, 2023 till January 15, 2028."

Resolved further that the any Director or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question, difficulty or doubt that may arise in this regard."

RESOLUTION 3: RE-APPOINTMENT OF MR. YUDHVIR SINGH JAIN, (DIN: 06507365) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR ANOTHER PERIOD OF 5 (FIVE YEARS) W.E.F 16TH JANUARY, 2023 TILL 15TH JANUARY, 2028.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

Resolved that pursuant provisions of Sections 149, 150, 152 and any other applicable provisions of

the Companies Act, 2013 ("Act") and rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Yudhvir Singh Jain, (DIN: 06507365), holding office as an independent director and being eligible to be reappointed for a second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from January 16, 2023 till January 15, 2028."

"Resolved further that the any Director or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question, difficulty or doubt that may arise in this regard."

RESOLUTION 4: RE-APPOINTMENT OF MR. KISHAN GOPAL BALDWA, (DIN: 01122052) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE YEARS) W.E.F 15TH MAY, 2023 TILL 14TH MAY, 2028.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:***

"Resolved that pursuant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Kishan Gopal Baldwa, (DIN: 01122052), holding office as an independent director and being eligible to be reappointed for a second term, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from May 15, 2023 till May 14, 2028."

"Resolved further that the any Director or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question, difficulty or doubt that may arise in this regard."

By order of the Board
For **Shyam Metals and Energy Limited**

Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
ACS 8305

Place: Kolkata
Date: 09.11.2022

NOTES:

1. The Explanatory statement pursuant to Sections 102 and 110 of the Act read with Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith and forms a part of the Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 25th November, 2022 ("Cut-Off Date")** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.shyammetalics.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Ltd at www.kfintech.com. The Postal Ballot Notice shall also be available on the website of the National Securities Depository Limited ("NSDL"), www.evoting.nsdl.com.
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Ltd, Selenium Tower, B Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032 at einward.ris@kfintech.com.
4. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications and the Members (holding physical shares) may update their email address by intimating the RTA at einward.ris@kfintech.com or the company to compliance@shyamgroup.com.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 25th November, 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut- Off Date.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL, www.evoting.nsdl.com. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Friday, 30th December, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The e-voting period commences at 9:00 a.m. (IST) on Thursday, 1st December, 2022 and ends at 5:00 p.m. (IST) on Friday, 30th December, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The Scrutinizer will submit his report to the Managing Director / Whole Time Director of the company after the completion of scrutiny, and the result of the voting by postal ballot through the e- voting process will be announced by the Managing Director/ Whole Time Director of the company, on or before Monday, 2nd January, 2023, and will also be displayed on the website of the Company i.e.

www.shyammetalics.com, besides being communicated to the Stock Exchanges, NSDL and RTA.

12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, 30th December, 2022 i.e., the last date specified for receipt of votes through the e-voting process.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to compliance@shyamgroup.com mentioning their names, folio numbers, DP ID and Client ID.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014

RESOLUTION 1:

Pursuant to the provisions of Section 149 (10) and other applicable provisions of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years on passing of Special Resolution by the Company.

The shareholders of the company at its meeting held on 11th June, 2018 has approved appointment of Mr. Ajay Choudhury, (DIN: 00040825) as Independent Non-Executive Director of the company for a period of 5 (five years) w.e.f. 6th April, 2018 till 5th April, 2023. The current term of Mr. Ajay Choudhury is expiring on 5th April, 2023.

Based on the recommendation of Nomination and Remuneration Committee and considering his skills, experience, expertise and contributions during his first term as an Independent Director and positive outcome of performance evaluation, the Board at its meeting held on 9th November, 2022 is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of 5 (Five) consecutive years with effect from 6th April, 2023 till 5th April, 2028 and whose office shall not be liable to retire by rotation.

The Company requires an Independent Director to inter alia have skill sets such as Positive attribute, Sound Knowledge, Impartiality, Professional repute and Decision-Making capabilities. The Nomination and Remuneration Committee of the Board of Directors believes Mr. Ajay Choudhury has the above attributes and skills

The company has received from Mr Choudhury (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Choudhury has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Choudhury has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Additional information in respect of Mr. Ajay Choudhury pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2") is annexed to this notice.

In the opinion of the Board, Mr. Choudhury is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

Copy of the draft letter of appointment of Mr. Choudhary setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

Mr. Ajay Choudhury shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Ajay Choudhury, being the appointee, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board believes that continued association of Mr. Ajay Choudhury would be immensely beneficial to the Company and hence recommends this resolution for approval of the members as set forth in the item No. 1 of the Notice.

RESOLUTION 2:

Pursuant to the provisions of Section 149 (10) and other applicable provisions of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years on passing of Special Resolution by the Company.

The shareholders of the company at its meeting held on 11th June, 2018 has approved appointment of Mr. Ashok Kumar Jaiswal (DIN: 00545574) as Independent Non-Executive Director of the company for a period of 5 (five years) w.e.f. 16th January, 2018 till 15th January, 2023. The current term of Mr. Ashok Kumar Jaiswal is expiring on 15th January, 2023.

Based on the recommendation of Nomination and Remuneration Committee, and considering his skills, experience, expertise and contributions during his first term as an Independent Director and positive outcome of performance evaluation, the Board at its meeting held on 9th November, 2022 is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of 5 (Five) consecutive years with effect from 16th January, 2023 till 15th January, 2028 and whose office shall not be liable to retire by rotation.

The Company requires an Independent Director to inter alia have skill sets such as Positive attribute, Sound Knowledge, Impartiality, Professional repute and Decision-Making capabilities. The Nomination and Remuneration Committee of the Board of Directors believes Mr. Ashok Kumar Jaiswal has the above attributes and skills.

The company has received from Mr. Jaiswal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Jaiswal has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Jaiswal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Additional information in respect of Mr. Ashok Kumar Jaiswal pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2") is annexed to this notice.

In the opinion of the Board, Mr. Jaiswal is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

Copy of the draft letter of appointment of Mr. Jaiswal setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

Mr. Ashok Kumar Jaiswal shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except

Mr. Ashok Kumar Jaiswal, being the appointee, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

The Board believes that continued association of Mr. Ashok Kumar Jaiswal would be immensely beneficial to the Company and hence recommends this resolution for approval of the members as set forth in the item No. 2 of the Notice.

RESOLUTION 3:

Pursuant to the provisions of Section 149 (10) and other applicable provisions of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years on passing of a Special Resolution by the Company.

The shareholders of the company at its meeting held on 11th June, 2018 has approved appointment of Mr. Yudhvir Singh Jain (DIN: 06507365) as Independent Non-Executive Director of the company for a period of 5 (five years) w.e.f. 16th January, 2018 till 15th January, 2023. The current term of Mr. Yudhvir Singh Jain is expiring on 15th January, 2023.

Based on the recommendation of Nomination and Remuneration Committee, and considering his skills, experience, expertise and contributions during his first term as an Independent Director and positive outcome of performance evaluation, the Board at its meeting held on 9th November, 2022 is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of 5 (Five) consecutive years with effect from 16th January, 2023 till 15th January, 2028 and whose office shall not be liable to retire by rotation.

The Company requires an Independent Director to inter alia have skill sets such as Positive attribute, Sound Knowledge, Impartiality, Professional repute and Decision-Making capabilities. The Nomination and Remuneration Committee of the Board of Directors believes Mr. Yudhvir Singh Jain has the above attributes and skills.

The company has received from Mr Jain (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr Jain has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Additional information in respect of Mr. Yudhvir Singh Jain pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, Companies Act, 2013 and Secretarial Standard on General Meetings ("SS-2") is annexed to this notice.

In the opinion of the Board, Mr. Jain is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

Copy of the draft letter of appointment of Mr. Singh setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

Mr. Yudhvir Singh Jain shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Yudhvir Singh Jain, being the appointee, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board believe that continued association of Mr. Yudhvir Singh Jain would be immensely beneficial to the Company and hence recommends this resolution for approval of the members as set forth in the item No. 3 of the Notice.

RESOLUTION 4:

Pursuant to the provisions of Section 149 (10) and other applicable provisions of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for another term of up to five consecutive years on passing of a Special Resolution by the Company.

The shareholders of the company at its meeting held on 11th June, 2018 has approved appointment of Mr. Kishan Gopal Baldwa, (DIN: 01122052) as Independent Non-Executive Director of the company for a period of 5 (five years) w.e.f 15th May, 2018 till 14th May, 2023. The current term of Mr. Kishan Gopal Baldwa is expiring on 14th May, 2023.

Based on the recommendation of Nomination and Remuneration Committee, and considering his skills, experience, expertise and contributions during his first term as an Independent Director and positive outcome of performance evaluation, the Board at its meeting held on 9th November, 2022 is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of 5 (Five) consecutive years with effect from 15th May, 2023 till 14th May, 2028 and whose office shall not be liable to retire by rotation.

The Company requires an Independent Director to inter alia have skill sets such as Positive attribute, Sound Knowledge, Impartiality, Professional repute and Decision-Making capabilities. The Nomination and Remuneration Committee of the Board of Directors believes Mr. Kishan Gopal Baldwa has the above attributes and skills.

The company has received from Mr. Baldwa (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under 164(2) of the Act (iii) a declaration to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr Baldwa has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Baldwa has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Baldwa is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

Copy of the draft letter of appointment of Mr. Baldwa setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

Mr. Kishan Gopal Baldwa shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kishan Gopal Baldwa, being the appointee, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board believe that continued association of Mr. Kishan Gopal Baldwa would be immensely beneficial to the Company and hence recommends this resolution for approval of the members as set forth in the item No. 4 of the Notice.

By order of the Board
For **Shyam Metalics and Energy Limited**

Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
ACS 8305

Place: Kolkata
Date: 09.11.2022

Details of Directors seeking appointment

Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India:

Name	Ajay Choudhury	Ashok Kumar Jaiswal	Yudhvir Singh Jain	Kishan Gopal Baldwa
Present Appointment in the capacity of	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director
Director Identification Number	00040825	00545574	06507365	01122052
Date of Birth	22.12.1965	28.03.1958	08.08.1952	01.03.1952
Nationality	Indian	Indian	Indian	Indian
Experience in specific functional area / brief resume	Mr. Choudhury has more than 28 years of vast experience in Legal profession and also expertise in Board Procedure, and Corporate Governance.	Mr. Jaiswal has more than 35 years of experience in Accounts, Audit and Taxation	Mr. Jain has more than 35 years of experience in the field of banking, Finance and Corporate Governance.	Mr. Baldwa has more than 37 years of vast experience in Audit, Accounts, Taxation and Risk Management.
Relationship with other Directors and Key Managerial Personnel.	None	None	None	None
Qualification	B. Com and LLB	Chartered Accountant	Bachelor degree in Science and LLB	Chartered Accountant
Date of first Appointment on the Board	06.04.2018	16.01.2018	16.01.2018	15.05.2018
Terms and Conditions of Appointment / Re-appointment	Re-appointment for a second term of 5(five) consecutive years w.e.f. 6 th April, 2023	Re-appointment for a second term of 5(five) consecutive years w.e.f. 16 th January, 2023	Re-appointment for a second term of 5(five) consecutive years w.e.f. 16 th January, 2023	Re-appointment for a second term of 5(five) consecutive years w.e.f. 15 th May, 2023
Remuneration last drawn	Rs. 1,75,000/- during FY 2021-22 (Sitting Fees)	Rs. 3,75,000/- during FY 2021-22 (Sitting Fees)	Rs. 3,20,000/- during FY 2021-22 (Sitting Fees)	Rs. 2,60,000/- during FY 2021-22 (Sitting Fees)
Details of remuneration sought to be paid	As an Independent Director, he shall be eligible for Sitting Fees	As an Independent Director, he shall be eligible for Sitting Fees	As an Independent Director, he shall be eligible for Sitting Fees	As an Independent Director, he shall be eligible for Sitting Fees
Directorship in Companies as on 9 th November, 2022.	6	4	7	6

Name of committee in which the person holds the chairmanship/membership as on 9 th November, 2022.	Chairman – Nomination and Remuneration Committee Member – CSR Committee	Chairman – Stakeholder and Relationship Committee Member – Audit Committee	Member – Audit Committee, Stakeholders Relationship Committee and Risk Management Committee	Chairman – Audit Committee and Risk Management Committee
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL
Shareholding in the Company.	-	-	100	-
Number of meetings of the Board attended during the year (F.Y. 2021- 2022)	7 (seven meetings)	9 (nine meetings)	8 (eight meetings)	8 (eight meetings)

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.nsd.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 redirected 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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 hold 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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<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;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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.co.in 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 raj@manojbanthia.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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 Compliance@shyamgroup.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 Compliance@shyamgroup.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.co.in 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.

By order of the Board
For **Shyam Metals and Energy Limited**

Sd/-
Birendra Kumar Jain
Company Secretary & Compliance Officer
ACS 8305

Place: Kolkata
Date: 09.11.2022