

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L40101WB2002PLC095491

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAHCS5842A

(ii) (a) Name of the company

SHYAM METALICS AND ENERG

(b) Registered office address

"TRINITY TOWER"  
83 TOPSIA ROAD, 7TH FLOOR  
KOLKATA  
West Bengal  
700046

(c) \*e-mail ID of the company

compliance@shyamgroup.com

(d) \*Telephone number with STD code

03340164001

(e) Website

www.shyammetalics.com

(iii) Date of Incorporation

10/12/2002

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	96.96
2	G	Trade	G1	Wholesale Trading	3.04

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SHYAM SEL AND POWER LIMIT	U27109WB1991PLC052962	Subsidiary	100

2	MEGHANA VYAPAAR PVT LTD	U51909WB1995PTC075497	Associate	33.51
3	MJSJ COAL LIMITED	U10200OR2008GOI010250	Joint Venture	9

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	400,000,000	255,080,688	255,080,688	255,080,688
Total amount of equity shares (in Rupees)	4,000,000,000	2,550,806,880	2,550,806,880	2,550,806,880

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	400,000,000	255,080,688	255,080,688	255,080,688
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	4,000,000,000	2,550,806,880	2,550,806,880	2,550,806,880

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	2	255,080,686	255080688	2,550,806,8	2,550,806,8	
<b>Increase during the year</b>	0	0	0	20	20	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				20	20	0
	0					
<b>Decrease during the year</b>	0	0	0	20	20	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				20	20	
	0					
<b>At the end of the year</b>	2	255,080,686	255080688	2,550,806,8	2,550,806,8	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
<input type="text" value="0"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
<input type="text" value="0"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debtentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
<b>Total</b>			0

**Details of debtentures**

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

**(v) Securities (other than shares and debtentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

62,432,071,342

**(ii) Net worth of the Company**

37,788,670,703

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	26,840,175	10.52	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	198,534,633	77.83	0	
10.	Others	0	0	0	
	<b>Total</b>	225,374,808	88.35	0	0

**Total number of shareholders (promoters)**

15

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	16,280,302	6.38	0	
	(ii) Non-resident Indian (NRI)	401,042	0.16	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	965,853	0.38	0	



4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	6,893,208	2.7	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,165,487	1.24	0	
10.	Others AIF, FPI, Clearing Member, T	1,999,988	0.78	0	
	<b>Total</b>	29,705,880	11.64	0	0

**Total number of shareholders (other than promoters)**

156,252

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

156,267

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	15	15
Members (other than promoters)	169,114	156,252
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	9.14	0
<b>B. Non-Promoter</b>	3	6	2	5	0	0
(i) Non-Independent	3	0	2	0	0	0
(ii) Independent	0	6	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	7	4	6	9.14	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MAHABIR PRASAD AG	00235780	Director	2,525	
BRIJ BHUSHAN AGARWAL	01125056	Managing Director	23,284,820	
SANJAY KUMAR AGARWAL	00232938	Managing Director	31,580	
DEEPAK KUMAR AGARWAL	00560010	Whole-time director	3,420	
DEV KUMAR TIWARI	02432511	Whole-time director	0	
YUDHVIR SINGH JAIN	06507365	Director	100	
KISHAN GOPAL BALDVA	01122052	Director	200	
ASHOK KUMAR JAISWAL	00545574	Director	0	27/07/2023
RAJNI MISHRA	07706571	Director	0	
NAND KHAITAN	00020588	Director	0	
BIRENDRA KUMAR JAIN	ACTPJ4160D	Company Secretary	40	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
BHAGWAN SHAW	03419298	Whole-time director	08/11/2022	CESSATION
VENKATA KRISHNA N	07035891	Director	14/02/2023	CESSATION
AJAY CHOUDHURY	00040825	Director	14/02/2023	CESSATION
NAND KHAITAN	00020588	Additional director	14/02/2023	APPOINTMENT
SHREE KUMAR DUJAF	ADSPD5171E	CFO	08/11/2022	CESSATION

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	26/09/2022	166,552	76	88.75
POSTAL BALLOT	07/06/2022	167,725	844	88.9
POSTAL BALLOT	30/12/2022	161,390	749	88.85

### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2022	12	11	91.67
2	02/08/2022	12	10	83.33
3	09/11/2022	11	8	72.73
4	14/02/2023	10	9	90

### C. COMMITTEE MEETINGS

Number of meetings held

19

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	18/05/2022	4	4	100
2	AUDIT COMM	02/08/2022	4	4	100
3	AUDIT COMM	09/11/2022	4	3	75
4	AUDIT COMM	14/02/2023	4	3	75
5	NOMINATION	18/05/2022	3	2	66.67
6	NOMINATION	02/08/2022	3	3	100
7	NOMINATION	09/11/2022	3	3	100
8	NOMINATION	14/02/2023	4	3	75
9	STAKEHOLDER	18/05/2022	3	3	100
10	STAKEHOLDER	02/08/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	21/09/2023
								(Y/N/NA)
1	MAHABIR PR.	4	4	100	8	7	87.5	Yes
2	BRIJ BHUSHA	4	3	75	7	7	100	Yes
3	SANJAY KUM	4	4	100	8	7	87.5	Yes
4	DEEPAK KUM	4	4	100	3	3	100	Yes
5	DEV KUMAR	4	3	75	0	0	0	Yes
6	YUDHVIR SIN	4	4	100	11	10	90.91	Yes
7	KISHAN GOP.	4	4	100	8	7	87.5	Yes
8	ASHOK KUMA	4	2	50	12	9	75	Not Applicable
9	RAJNI MISHR	4	4	100	1	1	100	Yes
10	NAND KHAIT	1	1	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BRIJ BHUSHAN AG	MANAGING DIR	22,500,000	0	0	0	22,500,000
2	SANJAY KUMAR S	MANAGING DIR	4,500,000	0	0	0	4,500,000
3	DEEPAK KUMAR A	WHOLETIME D	4,550,000	0	0	0	4,550,000
4	DEV KUMAR TIWA	WHOLETIME D	4,289,109	0	0	0	4,289,109
5	BHAGWAN SHAW	WHOLETIME D	393,047	0	0	0	393,047
	Total		36,232,156	0	0	0	36,232,156

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BIRENDRA KUMAR F	COMPANY SEC	1,596,400	0	0	0	1,596,400
2	SHREE KUMAR D	CHIEF FINANCI	1,994,665	0	0	0	1,994,665
	Total		3,591,065	0	0	0	3,591,065

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	YUDHVIR SINGH J	INDEPENDENT	0	0	0	235,000	235,000
2	KISHAN GOPAL BA	INDEPENDENT	0	0	0	175,000	175,000
3	RAJNI MISHRA	INDEPENDENT	0	0	0	115,000	115,000
4	NAND KHAITAN	INDEPENDENT	0	0	0	25,000	25,000
5	AJAY CHOUDHUR	INDEPENDENT	0	0	0	105,000	105,000
6	VENKATA KRISHN	INDEPENDENT	0	0	0	0	0
7	ASHOK KUMAR JA	INDEPENDENT	0	0	0	125,000	125,000
	Total		0	0	0	780,000	780,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PUJA PUJARI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

20171

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

## Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director

Sanjay  
Kumar  
Agarwal  
Digitally signed by  
Sanjay Kumar  
Agarwal  
Date: 2023.11.09  
14:01:42 +05'30'

DIN of the director

To be digitally signed by

BIRENDRA  
KUMAR  
JAIN  
Digitally signed by  
BIRENDRA KUMAR  
JAIN  
Date: 2023.11.09  
14:02:02 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Details of Committee-31032023.pdf  
MGT-8 Shyam Metalics.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**Form No. MGT-8**

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of 'Shyam Metalics and Energy Limited' having CIN L40101WB2002PLC095491 (hereinafter referred as "the Company") as required to be maintained under the Companies Act, 2013 and the Rules made thereunder (hereinafter collectively referred as "the Act") for the financial year ended on March 31, 2023 (hereinafter referred as "the year" or "financial year"). In my opinion and to the best of information provided to me and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

**A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.**

I have not verified the correctness and appropriateness of financial records and the books of accounts of the company. For the financial records, I have relied on the Audited financial statements as approved by the Board, signed by the Statutory Auditors of the Company and adopted by the members.

**B. During the aforesaid financial year the Company has generally and regularly complied with the provisions of the Act & Rules made there under in respect of:**

1. Its status being active under the Companies Act,2013;
2. The company has maintained Registers / records and made entries therein within the time prescribed there for;
3. The company has filed all the forms and returns as stated in the annual return, with the registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time or with late filing fees in case of delay.





4. Calling / convening / holding meetings of Board of Directors and its committees meetings and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

The Board has met 4 (four) times during the period under review. Moreover, the Board have constituted the following 5 Committees as required under the Law;

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social and Responsibility Committee

The Annual General Meeting of members of Company was held on 21<sup>st</sup> September 2023 as stated in the annual return in respect of which meeting, proper notice was given and the proceedings have been properly recorded in the minutes book/registers maintained for the purpose and same have been signed.

5. **Closure of Register of Members/Security holders-**

*The Company have followed the rules with respect to Closure of Register as and when applicable.*

6. The Company has given advance/loans to its person or firms or companies referred in section 185 of the Act.

*The Company has complied with the provisions of Section 185 of the Companies Act, 2013.*

7. Contracts or arrangements with related parties as specified in Section 188 of the Act;

*During the period under review the Company has entered into transaction with Related Parties and all the transactions were in the ordinary course of business and on Arm's length basis and company has complied with the provisions mentioned under Section 188 of the Companies Act, 2013, as and wherever needed*



- 8.
- The Company has not issued or allotted shares during the financial year;
  - There were no cases of transfer, transmission or issue of share certificates during the financial year;
  - Since there was no outstanding convertible or redeemable securities, the question of their conversion/redemption does not arise;
  - There was no alteration or reduction in share capital of the Company; and
  - The Company has not bought back any security.

9. **Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act:**

All provisions applicable for the same, if applicable, were duly complied with.

10. **Declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act:**

*During the year under review the Company had paid one Interim Dividend @ Rs. 1.80 on 25<sup>th</sup> August, 2022 and Final Dividend @ Rs. 2.70 on 14<sup>th</sup> October, 2022. The dividend pay-out is in accordance with the Company's Dividend Distribution Policy. All provisions with respect to the same were duly complied with.*

*Further, the Company is not required to transfer any unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act as no unpaid Dividend is outstanding for more than 7 years.*

11. **Signing of Audited Financial Statements of the Company as per the provisions of Section 134 of the Act and Report of Director is as per sub-section 134(3), (4) and (5) thereof.**

*The Audited Financial Statements of the Company have been signed as per the provisions of Section 134 of the Act and the Report of Directors is as per sub-section 134(3), (4) and (5) and signing of the Board's Report is as per the provisions of sub-section (6) of section 134 of the Act*



12. Constitution / appointment / re-appointment/retirement/filling up casual vacancies/ disclosure of the Director/ Key Managerial Personnel the remuneration paid to them.

*The Company has complied with the provision regarding to constitution/appointment/ re-appointment/retirement/filling up casual vacancies/ disclosure of the Director/ key Managerial Personnel.*

*All directors have disclosed their nature of interest/concern in Form MBP-1 and the same have been recorded at the Board meeting and minutes of the meeting and the remuneration was paid in accordance with the regulations of the company.*

13. There was no appointment/re-appointment/casual vacancy in the office of the Auditors during the year under review.

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

*No approvals are required to be taken during the year under review*

15. Acceptance / renewal / repayment of deposits;

*The Company has not accepted/renewed/repaid any deposits during the reporting period.*

16. Borrowing from its directors, members, public financial institutions, banks and others and creation / modification and satisfaction of charges in that respect, wherever applicable.

*The Company has complied with the provisions regarding borrowings and registration, modification, and satisfaction of charges, as and whenever applicable.*

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.



*The Company has complied with the provisions with regards to Investment of the Company's funds including investments and loans to other.*

18. During the period under review the Company has altered the Memorandum of Association in respect to object and capital clause and there was no change in the Articles of Association of the Company.

Date: 08/11/2023

Place: Kolkata

**FOR PUJA PUJARI & ASSOCIATES**



Signature

**PUJA PUJARI**

(Proprietor)

UDIN- **A054368E001691806**

Practicing Company Secretary

**Membership No- 54368**

**C.P. No. 20171**

**Peer Review No- 3636**

Sl.No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	18-05-2022	4	4	100
2	Audit Committee	02-08-2022	4	4	100
3	Audit Committee	09-11-2022	4	3	75
4	Audit Committee	14-02-2023	4	3	75
5	Nomination And Remuneration Committee	18-05-2022	3	2	66.67
6	Nomination And Remuneration Committee	02-08-2022	3	3	100
7	Nomination And Remuneration Committee	09-11-2022	3	3	100
8	Nomination And Remuneration Committee	14-02-2023	4	3	75
9	Stakeholder Relationship Committee	18-05-2022	3	3	100
10	Stakeholder Relationship Committee	02-08-2022	3	3	100
11	Stakeholder Relationship Committee	09-11-2022	3	3	100
12	Stakeholder Relationship Committee	14-02-2023	3	2	66.67
13	Risk Management Committee	18-05-2022	4	2	50
14	Risk Management Committee	09-11-2022	4	4	100
15	Risk Management Committee	14-02-2023	4	4	100
16	Corporate Social Responsibility Committee	18-05-2022	3	3	100
17	Corporate Social Responsibility Committee	02-08-2022	3	3	100
18	Corporate Social Responsibility Committee	09-11-2022	3	3	100
19	Corporate Social Responsibility Committee	14-02-2023	3	3	100

For SHYAM METALICS AND ENERGY LIMITED

  
Company Secretary