



**Shyamkamal**  
INVESTMENTS LIMITED

501, 5th Floor, Raj Kailash Building, Plot No. 5/B, V. P. Road, Andheri (W), Mumbai - 400 058.  
CIN : L65990MH1982PLC028554

*September 12, 2022*

To,  
Dept. of Corporate Services,  
Bombay Stock Exchange Limited,  
14<sup>th</sup> Floor, P.J. Towers, Dalal Street,  
Fort, Mumbai - 400 001

Respected Sir/Madam,

**Sub: Addendum to 40<sup>th</sup> Annual General Meeting Notice:**

**Reference: Script code: 505515 | Script Id: SHYMINV**

We refer to our letter dated September 08, 2022 on the subject "Intimation of Annual General Meeting and Book Closure". Subsequent to the dispatch of the Notice dated September 08, 2022 convening 40<sup>th</sup> AGM to be held on Thursday, 29<sup>th</sup> September, 2022 at 09:00 AM (IST), at 501, Raj Kailash Building, Plot No. 5/B, V.P. Road, Andheri (West), Mumbai – 400058, Maharashtra, India. The Explanatory Statement has been added in the aforesaid Notice to Item Nos. 03 to 06.

The addendum (enclosed herewith) shall be deemed to be a part of the original Notice dated September 08, 2022. The Addendum to the Notice is also available on website of the Company [www.shyamkamal.com](http://www.shyamkamal.com) and the website of CDSL <https://www.evoting.cdsl.com/>.

The copy of the Addendum to the 40<sup>th</sup> AGM Notice is enclosed herewith for your records. The said Addendum is also available on the website of the Company [www.shyamkamal.com](http://www.shyamkamal.com).

Kindly take the note of the above.

Thanking You,  
**Yours faithfully,**

**For SHYAMKAMAL INVESTMENTS LIMITED**

**Sanjay Talati**  
(Wholetime Director)  
[DIN: 06927261]

## **ADDENDUM TO THE NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING**

**Addendum to the Notice dated 8<sup>th</sup> September, 2022 convening 40<sup>th</sup> Annual General Meeting of Shyamkamal Investments Limited (“Company”) scheduled to be held on Thursday, 29<sup>th</sup> September, 2022 at 09:00 AM (IST) at 501, Raj Kailash Building, Plot No. 5/B, V.P. Road, Andheri (West), Mumbai – 400058, Maharashtra, India:**

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The following Explanatory statements to be added in the aforesaid Notice towards Item Nos. 03 to 06 and this addendum shall be deemed to be a part of the original Notice dated 8<sup>th</sup> September, 2022 and the notes provided therein:

### **Item No. 03:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Shani Bhati (DIN 09338153), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. commencing from November 12, 2021, up to November 11, 2026, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company, Mr. Shani Bhati shall hold office up to the date of this Annual General Meeting (‘AGM’) and is eligible to be appointed as an Independent Director. Mr. Shani Bhati is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Shani Bhati to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder. Mr. Shani Bhati will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member/ Chairperson or commission which may be approved by the Board of Directors and/ or the Nomination and Remuneration Committee of the Board. Mr. Shani Bhati is not related to any Director or Key Managerial Personnel (‘KMP’) of the Company in any way and in the opinion of the Board of Directors, Mr. Shani Bhati is independent of management. Details of Mr. Shani Bhati as required to be provided pursuant to SS – 2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

Except Mr. Shani Bhati, being an appointee, none of the other Directors/ KMP of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. The Board is of the view that Mr. Shani Bhati knowledge and experience will be of immense benefit and the value to the Company and therefore recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members

### **Item Nos. 04 and 05:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(4) of the Companies Act, 2013 (‘the Act’) read with Articles of Association of the Company, had appointed Mr. Jatinbhai Virendra Shah (DIN:03513997) and Ms. Shikha Agarwal (DIN:08635830), as a Non-executive, Non Independent Director of the Company with effect from 25<sup>th</sup> May, 2022.

Pursuant to the provisions of Section 161 of the Act, the appointment of Mr. Jatinbhai Virendra Shah (DIN:03513997) and Ms. Shikha Agarwal (DIN:08635830) shall be approved by the Shareholders at the ensuing Annual General Meeting. The Ordinary Resolution as set out in Item no. 04 and 05 of the Notice seeks approval of the Shareholders for the same. A brief resume of Mr. Jatinbhai Virendra Shah (DIN:03513997) and Ms. Shikha Agarwal (DIN:08635830) are provided in the annexure to the Notice.

Mr. Jatinbhai Virendra Shah (DIN:03513997) and Ms. Shikha Agarwal (DIN:08635830) are not disqualified from being appointed as a directors in terms of Section 164 of the Act and has given their consent to act as a director. Details of Mr. Jatinbhai Virendra Shah (DIN:03513997) and Ms. Shikha Agarwal (DIN:08635830) are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Jatinbhai Virendra Shah (DIN:03513997) and Ms. Shikha Agarwal (DIN:08635830) are interested in the resolution set out at Item No. 04 and 05 of the Notice with regard to their appointments. Relatives of Mr. Jatinbhai Virendra Shah (DIN:03513997) and Ms. Shikha Agarwal (DIN:08635830) may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 06:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Kashyap Bhanushankar Vachhrajani (DIN 09625797), as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. commencing from June 10, 2022, up to June 9, 2027, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, Mr. Vachhrajani shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as an Independent Director. Mr. Vachhrajani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Vachhrajani to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder. Mr. Vachhrajani will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member/ Chairperson or commission which may be approved by the Board of Directors and/ or the Nomination and Remuneration Committee of the Board. Mr. Vachhrajani is not related to any Director or Key Managerial Personnel ('KMP') of the Company in any way and in the opinion of the Board of Directors, Mr. Vachhrajani is independent of management. Details of Mr. Vachhrajani as required to be provided pursuant to SS - 2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

Except Mr. Vachhrajani, being an appointee, none of the other Directors/ KMP of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. The Board is of the view that Mr. Vachhrajani knowledge and experience will be of immense benefit and the value to the Company and therefore recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Thanking You,

Yours faithfully,

**For SHYAMKAMAL INVESTMENTS LIMITED**

**Sanjay Talati**  
**(Wholetime Director)**  
*[DIN: 06927261]*