

SMEL/SE/2023-24/21

26<sup>th</sup> May, 2023

**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**

**Dear Sir/Madam,**

**Sub: - Submission of Annual Secretarial Compliance Report for the year  
ended 31<sup>st</sup> March, 2023**

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 08<sup>th</sup> February, 2019, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2023 issued by KPA & Co., LLP, Practicing Company Secretaries.

This is for your information and record.

Thanking You,

**For Shyam Metals and Energy Limited**

**BIRENDRA** Digitally signed by  
BIRENDRA KUMAR JAIN  
KUMAR JAIN Date: 2023.05.26  
11:46:15 +05'30'

**Birendra Kumar Jain**

**Company Secretary**

**M. No. A8305**

**Encl: as above**

OUR BRANDS:

**SEL**®

**SEL**  
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**SEL**  
**TIGER**  
WIRE+

**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.shyammetalics.com Follow us on:    

# KPA & CO. LLP

LLPIN: AAY-2365

Company Secretaries

## ANNUAL SECRETARIAL COMPLIANCE REPORT OF SHYAM METALICS AND ENERGY LIMITED (CIN: L40101WB2002PLC095491) FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

We, KPA & Co. LLP, Practicing Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **Shyam Metalics and Energy Limited** ("the listed entity") having CIN: L40101WB2002PLC095491 and its Registered Office at "Trinity Tower", 83, Topsia Road, 7<sup>th</sup> Floor, Kolkata 700046, West Bengal.
- the filings/submissions made by the listed entity to the stock exchanges.
- website of the listed entity.
- any other document/ filing, as may be relevant, which has been relied upon to make this certification, including by way of electronic mode.

for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder, and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI") to the extent applicable to the Company;

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during Review Period)
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during Review Period)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during Review Period)
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during Review Period)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during Review Period)

+91 96819 88770  
+91 81005 49670  
+91 33 40065072

compliance@kpasecretarial.com

23, Gangadhar Babu Lane, 3rd Floor  
Kolkata - 700012, West Bengal, India

www.kpasecretarial.com  
FRN : P2019WB078600

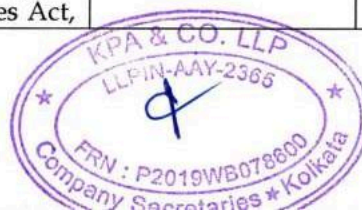
h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and Circulars/ Guidelines issued thereunder; to the extent applicable to the Company;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/guidelines issued by SEBI.</li> </ul>	Yes  Yes	-  -
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li> </ul>	Yes  Yes  Yes	-  -  -
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act,</p>	Yes	-



	2013 as confirmed by the listed entity.		
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p>
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>N.A.</p>	<p>-</p> <p>The Company has obtained prior approval of Audit Committee for all related party transactions.</p>
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule-III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>		



	No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein.	No	No action(s) has been taken.
12.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	No	No non-compliance has been observed for any SEBI regulation/ circular/ guidance note etc.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	No such event of resignation of the Statutory Auditors of the Company has been occurred during the review period. Hence, the existing Statutory Auditors has duly signed the limited review / audit report for all the quarters as well as the reporting financial year.
2.	<b>Other conditions relating to resignation of statutory auditor</b>		



	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	<p>No such concerns were raised by the Statutory Auditors of the Listed Company to the Audit Committee of the listed entity.</p> <p>No event of resignation of Statutory Auditors has been occurred during the period under review.</p> <p>Not applicable during the year under review.</p> <p>Not applicable during the year under review.</p>
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	N.A.	No event of resignation of Statutory Auditors has been occurred during the period under review.



- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
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There are no such matters during the year under review.

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: The observation in the report for the previous year has been complied by the Company in the previous year i.e., 2021-22 itself.

#### ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



*Koshal Agarwal*

(Koshal Agarwal)

Partner

KPA & Co. LLP

Company Secretaries

FRN: P2019WB078600

Peer Review No: 1363/2021

ACS No: 37508

CP No: 16670

UDIN: A037508E000365110

Date: 24<sup>th</sup> May, 2023

Place: Kolkata